

SYSKO CORPORATION

**CORPORATE GOVERNANCE AND
NOMINATING COMMITTEE CHARTER**

The Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Sysco Corporation (the "Corporation") develops, recommends to the Board, and assesses corporate governance policies for the Corporation and proposes directors, committee members and officers to the Board for election or reelection. Corporate governance is a structure within which directors and management can pursue effectively the objectives of the Corporation for the benefit of all its stakeholders (*i.e.*, employees, customers, stockholders and suppliers).

I. Description of the Committee

The composition of the Committee shall at all times comply with New York Stock Exchange rules regarding independence. The Committee shall consist of a minimum of three directors. The Committee shall recommend for Board approval actions that enhance the Board's effectiveness in fulfilling its responsibilities. The Committee shall present recommendations to the Board with respect to Board composition, oversight processes and qualified candidates for election and reelection as directors. In addition, the Committee reviews 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. Identify, evaluate and recommend to the Board nominees for election as directors at each annual meeting of stockholders of the Corporation and, as otherwise required, whose experience and expertise will provide added value to the Board's oversight responsibilities based upon criteria approved by the Board. In identifying and considering candidates, the Committee will be mindful of the importance of a diversely composed Board, as well as the ability of each nominee to meet the time requirements of a Board position.
- B. Recommend to the Board qualification criteria for both existing and new Board members, as well as making recommendations as to the size of the Board.
- C. Recommend the Corporation's Chief Executive Officer ("CEO"), Chief Operating Officer, Chief Financial Officer, President, Executive Vice Presidents, Executive Chairman (if applicable) and Senior Vice Presidents (collectively, the "senior officers") for election by the Board.

- D. On an annual basis, approve all persons (other than senior officers) designated as officers of the Corporation and promptly provide notice to the Board of such approval.
- E. Identify and recommend to the Board for approval those officers who are subject to Section 16 of the Securities Exchange Act of 1934, as amended (collectively, the “executive officers”).
- F. Oversee the process for the evaluation of the performance of management, particularly the Chief Executive Officer, and members of the Board, including the Chairman of the Board and the Lead Director (if applicable), both collectively and individually. At least annually, the Committee shall meet jointly with the Compensation Committee to discuss the personal goals and objectives of the Chief Executive Officer.
- G. Annually evaluate the performance of the Committee and its members.
- H. Annually evaluate the performance of the Board and its members and oversee the Board’s self-evaluation.
- I. Develop and recommend to the Board the form, amount and terms of compensation for the non-employee members of the Board. In discharging this duty, the Committee shall be guided by three goals: compensation should fairly pay non-employee directors for work required in a company of the Corporation’s size and scope; compensation should align directors’ interests with the long-term interests of stockholders; and the structure of the compensation should be simple, transparent and easy for stockholders to understand. In making its determination, the Committee shall also consider (i) the impact on directors’ independence of the amount, form and terms of director compensation, acknowledging that directors’ independence can be impacted if fees and emoluments exceed what is customary and (ii) whether there is any indirect compensation payable to or benefit conferred or payable to the director by reason of any substantial charitable contributions by the Corporation to any charitable organization or private foundation with which the director is affiliated, pursuant to any consulting arrangement or otherwise.
- J. 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 director compensation.
- K. Provide guidance and make recommendations to the Board on current and prospective director benefit plans, including incentive compensation and equity-based plans.
- L. Review and approve significant related party transactions in accordance with the Corporation’s Related Person Transaction Policy.

- M. Periodically review, monitor compliance with, approve waivers to and recommend to the Board changes to the Corporation's Policy on Trading in Company Securities.
- N. With respect to the Corporation's Code of Business Conduct and Ethics (the "Code"):
 - 1. Periodically review and recommend to the Board changes to the Code;
 - 2. Periodically review overall compliance with the Code with management;
 - 3. Approve any waivers to the Code given to the Corporation's executive officers and directors; and
 - 4. Report promptly to the Audit Committee any instances of gross ethical misconduct or other significant violations of the Code in connection with the Audit Committee's review of the audit risk arising from such matters.
- O. Be responsible for reviewing and making recommendations to the Chairman of the Board and the Board regarding:
 - 1. The organization and effectiveness of the Board, including its composition and processes;
 - 2. The appointment of committee members and committee chairmen, and responsibilities of the committees of the Board;
 - 3. The Rules of Order for the Board meetings (Robert's Rules of Order), committee meetings and stockholder meetings;
 - 4. Succession planning for senior management positions and reviewing plans for management development;
 - 5. The Corporation's Certificate of Incorporation, Bylaws and any stockholder rights plan;
 - 6. Stockholder proposals;
 - 7. A set of corporate governance guidelines applicable to the Corporation; and
 - 8. Educational programs for current Board members and orientation for new Board members.
- 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. Annually review this Charter.
- R. Meet jointly with the Compensation Committee at least annually to discuss the personal goals and objectives of the CEO and, at the invitation of the

Compensation Committee, attend the meeting of the Compensation Committee at which the CEO's performance is evaluated.

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. 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 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.
- D. The Committee shall have sole authority to retain and determine the terms of engagement and compensation of any search firm that will be used to identify director candidates.
- E. The Committee shall have sole authority to retain and determine the terms of engagement and compensation of any consulting firm that will assist in the evaluation of director compensation.
- F. All Committee actions shall be promptly reported to the Board.