

APPROVED MAY 2017

**SYSKO CORPORATION
CORPORATE SOCIAL RESPONSIBILITY COMMITTEE
CHARTER**

The Corporate Social Responsibility 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 long-term sustainability and its role as a socially responsible organization.

I. Description of the Committee

The Committee shall consist of at least three members of the Board. The Committee shall review, evaluate, and provide input on Sysco's Corporate Social Responsibility Strategy (the "CSR Strategy"), which focuses on Food, Operations, and Community, and on implementation of the CSR Strategy. The Committee should provide advice and counsel to the Board and Management regarding the objectives of the CSR Strategy and aligning Sysco's policies, practices, and activities with Sysco's CSR Strategy and implementation priorities. In addition, the Committee shall review 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. Annually review, evaluate and provide input on Sysco's strategy, direction and policies related to sustainability, corporate responsibility, and social and environmental issues.
- B. Review the alignment of Sysco's activities with the Corporation's commitment to sustainability, corporate responsibility, and social and environmental issues.
- C. Review, evaluate and provide input on Sysco's programs and activities relating to sustainability, corporate responsibility, and social and environmental issues; including, but not limited to, environmental sustainability, food safety, product quality and quality assurance systems, nutrition, social and community relations and reputation and other economic issues as they relate to Sysco's overall strategy and performance.
- D. Review Sysco's charitable, civic, educational, and business contributions and policies and practices related thereto.
- E. Analyze the impact of Sysco's policies and practices on employees, customers, shareholders, and the communities where Sysco operates; such policies include environmental, health and safety, agricultural sustainability, and diversity and inclusion.

- F. Review Sysco's employee, customer, shareholder, and community relations in communities where Sysco operates.
- G. Review public policy trends concerning sustainability, corporate responsibility, food safety, nutrition, and social and environmental issues.
- H. Review shareholder proposals relating to public policy, sustainability or corporate responsibility issues and provide a report to the Corporate Governance and Nominating Committee of the Board.
- I. Review Sysco's diversity and inclusion initiatives.
- J. 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.
- K. Carry out such other duties as may be delegated to it by the Board from time to time.
- L. Annually review this Charter.

III. Process

- A. Committee members shall be appointed by the Board and shall serve until the earlier of their death, resignation, retirement or removal from the Committee or 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 full Committee.
- D. The Committee shall have sole authority to retain and determine the terms of engagement and compensation of any consultants or advisors.
- E. The Committee shall report to the Board all significant actions taken by the Committee.