

**SYSCO CORPORATION
EXECUTIVE COMMITTEE CHARTER**

The purpose of the Executive Committee of the Board of Directors of SYSCO Corporation (the “Company”) is to act in the place of the Board, and exercise the authority and powers of the Board, between meetings of the Board.

Committee Duties and Responsibilities

The Executive Committee shall:

1. have all the authority of the Board of Directors and be responsible for exercising the powers of the Board in the management of the Company’s business and affairs when the Board is not in session, subject to the Company’s Certificate of Incorporation and Bylaws and applicable laws, rules and regulations; and
2. periodically assess the adequacy of this charter and recommend changes to the full Board.

Membership

The Committee shall be comprised of no less than three and no more than eight directors, including the Chairman of the Board. The chair of the Committee shall be the Chairman of the Board, or another director designated by the Chairman of the Board. All members of the Committee, with the exception of the Chief Executive Officer, if he is a member of the Committee, shall be independent directors. For purposes hereof, an “independent” director is a director who meets the independence requirements of the New York Stock Exchange for directors.

Meetings

The Committee shall meet as often as may be deemed necessary or appropriate in its judgment, either in person or telephonically, and at such times and places as the Committee shall determine. The Committee shall report all of its actions to the full Board at the Board meeting next following the actions. The majority of the members of the Committee shall constitute a quorum.