

# SYSCO CORPORATION

## CORPORATE GOVERNANCE GUIDELINES

### APPROVED JUNE 2025

The following guidelines have been approved by the Board of Directors (the “**Board**”) of Sysco Corporation (“**Sysco**” or the “**Corporation**”) and, along with the Corporation’s Certificate of Incorporation, Bylaws and the charters and key practices of the Board’s committees, provide the current framework for the governance of Sysco. 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 four regularly scheduled meetings per year at which it reviews and discusses reports by management on the performance of the Corporation, its plans and prospects, as well as immediate issues facing the Corporation. 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 the Corporation’s “executive officers,” as determined in accordance with the Securities Exchange Act of 1934, as amended, and each of the other officers of the Corporation who: (i) reports directly to the Corporation’s Chief Executive Officer; and (ii) is equivalent (or senior) to a senior vice president of the Corporation (collectively, the “**Senior Officers**.”);
- c. Reviewing and approving the Corporation’s business and financial strategies, policies and long-term goals;
- d. Guiding and empowering management in creating long-term value for the Corporation’s stockholders in an ethical and socially responsible manner consistent with Sysco’s Purpose and, through the Sustainability Committee, reviewing, evaluating and providing input on Sysco’s Sustainability Strategy;
- e. Reviewing and evaluating the Corporation’s results and performance;
- f. Reviewing and approving material allocations and expenditures of capital, material transactions, material acquisitions and other major corporate actions;
- g. Reviewing, through the Audit Committee, the Corporation’s financial controls and reporting systems and critical accounting policies and procedures;
- h. Assessing major risks facing the Corporation and reviewing options for their elimination, reduction or mitigation;
- i. Ensuring processes are in place for maintaining the integrity of the Corporation, the quality and soundness of the financial statements, compliance with foreign, federal and state laws, rules and regulations, and the quality of relationships with customers, suppliers and other stakeholders;
- j. Identifying, through the Corporate Governance and Nominating Committee, candidates for election to the Board and for appointment to Board committees; and

k. Approving, through the Compensation and Leadership Development Committee, the compensation of Senior 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 Corporation by reason of their experience and wisdom.

In order for a director to be considered independent under the NYSE rules, the Board must affirmatively determine that a director does not have any direct or indirect material relationship with Sysco (other than as a Board member). 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; provided that employment on an interim basis as Chair or CEO (or other executive officer) of the Corporation shall not disqualify a director from being considered independent following that employment;
  - (ii) the director or an immediate family member of the director received or receives more than \$120,000 over any 12-month period in the past three years in direct compensation from Sysco, other than director and committee fees and pension or other forms of deferred compensation for prior service that is not contingent in any way on continued service; provided that (A) compensation received by a director for former service as an interim Chair or CEO or other executive officer need not be considered in determining independence under this test and (B) compensation received by an immediate family member of the director for service as an employee of Sysco (other than an executive officer) need not be considered in determining independence under this test;
  - (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; or
  - (iv) the director is a current executive officer or employee, or an immediate family member of the director is a current 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 Corporation's internal or external auditor;
- (ii) The director has an immediate family member who is a current partner of the Corporation's internal or external auditor;

- (iii) The director has an immediate family member who is a current employee of the Corporation's internal or external auditor and personally works on the Corporation's audit; or
- (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 Corporation'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 consolidated gross 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 Corporation:

- (i) the absence or presence of material relationships with the Corporation that might impact independence;
- (ii) diversity in race, gender or gender identity, ethnicity, cultural background, age, geographic origin, education, skill and professional and life experiences;
- (iii) integrity, high personal and professional ethics, and sound business judgment;
- (iv) time available and the number of other boards on which the member serves; and
- (v) such other criteria as the Corporate Governance and Nominating Committee shall determine and recommend to the Board 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 Chair of the Board and the Chair of the Corporate Governance and Nominating Committee. If a separate Lead Independent 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*

No individual who, as of the date of the election to which any nomination relates, will have served as a non-employee director of the Corporation for 15 years will be eligible to be nominated for election or re-election to the Board, unless the Board, upon the recommendation of the Corporate Governance and Nominating Committee, determines that it is in the best interests of the Company and its stockholders to extend the Director's service for an additional period of time.

#### *Change in Principal Occupation or Business Association*

A non-employee director who materially changes the director's principal occupation or business association will provide notice of such change, accompanied by the director's written offer to voluntarily resign from the Board, to the Chair of the Board, the Lead Independent Director (if any) and the Chair 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 director's principal occupation or business association 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 an employee of the Corporation or serves as a corporate officer of the Corporation shall tender in writing to the Chair of the Board (or if such director is the CEO, the Lead Independent Director) his or her resignation from the Board (which shall be effective immediately upon acceptance thereof) on or before the date that he or she ceases to be an employee or otherwise serve as a corporate officer of the Corporation. The Chair of the Board or Lead Independent Director, as applicable, may then accept the resignation, effective immediately, or refer the matter for review by the Board, unless the person's employment was terminated, in which case the resignation shall be accepted, effective immediately on termination and with no further action required 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 that is no later than the date of his or her ceasing to be an employee or otherwise serve as a corporate officer of the Corporation; 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 or her 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.

### *Service on Other Boards of Directors*

a. Although the Board does not believe that its members should be prohibited from serving on boards of directors and/or committees of other organizations, each director shall notify the Chair of the Board, the Lead Independent Director (if any) and the Chair of the Corporate Governance and Nominating Committee prior to his or her initial appointment to the board of directors of a for-profit organization to allow for an assessment of the proposed directorship's (i) consistency with the Corporation's conflict of interest policies and (ii) impact on the director's independence. Following such assessment, in the event that the Board determines that the additional directorship constitutes a conflict of interest, creates an independence concern or may interfere with such director's ability to carry out his or her responsibilities as a director of the Corporation, such director, if requested by the Board, shall either not accept the other directorship or offer his or her resignation.

b. 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 Corporation stockholders.

c. 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 Corporation should not serve on more than two additional boards of directors of publicly traded organizations. Audit Committee members may not serve on the audit committees of more than two other public companies. 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.

### *Voting for Directors*

The Corporation's Bylaws provide for a majority of votes cast standard in uncontested director elections as defined therein. Majority of votes cast standard 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 of votes cast standard 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. In a contested election, directors will be elected by the vote of a plurality of the votes cast in accordance with the Corporation's Bylaws.

## **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 Corporation. In discharging that obligation, directors are entitled to rely in good faith upon the records of the Corporation and on the honesty and integrity of the Corporation's senior executives and its outside advisors and auditors. As a condition of service, directors will maintain the confidential nature of all Board discussions and non-public information about the Corporation. The Corporation 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 Corporation's business and the subjects to be presented at meetings of the Board and its committees will be distributed by the Corporation'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 Corporation'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 Chair of the Board, who need not be an independent director; however, in selecting the Chair of the Board, the Board shall give due consideration to the potential benefits of having an independent director serve in that role. Whenever the Chair of the Board is also a current or former employee of the Corporation or otherwise is not an independent director, a separate Lead Independent Director will be chosen annually from among the independent directors. His or her term shall extend for one year, unless the independent directors determine that a longer term is necessary or advisable. If the Lead Independent Director wishes to voluntarily resign from such position during his or her term as Lead Independent Director, he or she shall give written notice of such resignation to the Chair of the Board and the Chair of the Corporate Governance and Nominating Committee on or prior to the effective date of such resignation.

The independent directors will meet in executive session, without management, at every regularly scheduled Board meeting. If the Chair of the Board is independent, he or she shall preside at such meetings of the independent directors. If a Lead Independent Director has been chosen, he or she shall preside at such meetings of the independent directors. The Chair of the Board, or the Lead Independent Director (if any), will have the authority to call additional meetings of the independent directors as necessary or desirable and establish the agenda for each meeting of the independent directors.

At the beginning of each fiscal year, the Chair of the Board (with input from the CEO, if a separate individual) and Corporate Secretary of the Corporation will set a schedule of agenda subjects to be discussed by the Board during that year (to the degree this can be foreseen). The Chair of the Board will provide input and suggestions to finalize such schedule of agenda subjects. Whenever a Lead Independent Director has been chosen, the Chair of the Board will consult with the Lead Independent 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 Chair of the Board shall have the following duties and responsibilities:

- overseeing and approving information and materials sent to the Board;
- being available for consultation and director communication;
- reviewing meeting agendas and schedules for meetings of the Board with the Lead Independent Director (if any);
- reviewing with the Lead Independent Director (if any) the nature and content of director communications in response to inquiries from outside parties; and
- in consultation with the Lead Independent Director (if any), reviewing written communications between directors and officers or employees of the Corporation.

If a Lead Independent Director has been appointed because the Chair is a current or former employee of the Corporation or otherwise is not an independent director, the Lead Independent Director shall have the following duties and responsibilities in addition to other responsibilities set forth herein:

- presiding at all meetings of the Board at which the Chair of the Board is not present, including executive sessions of the independent directors;
- being available for consultation with the independent directors and serving as the primary liaison between the independent directors and the Chair of the Board and CEO;
- providing guidance and coaching to the CEO;
- ensure effective communication among Board members;
- establishing the agenda for, calling and presiding for each meeting of the independent directors as necessary or desirable;
- consult with the CEO on the board agenda and ensure there is adequate time allotted for key topics;
- approving materials sent to the Board and advise on such information;
- evaluating, in conjunction with the Compensation and Leadership Development Committee, the performance of the Chair of the Board and CEO (if a separate individual) relative to any corporate goals and objectives established by the Compensation and Leadership Development Committee;
- responsibility for leading the Board's annual self-assessment;
- retain outside advisors and consultants to report directly to the Board;
- maintain free and open communication with the management of the Corporation; and
- upon request by major stockholders, the Chair of the Board or a majority of the Corporation's independent directors, being available for consultation and director communication.

#### **4. Board Structure and Membership Issues**

##### *Board Size*

The number of Directors shall be established by the Board in accordance with the Corporation's Bylaws, as amended from time to time. The Board and the Corporate Governance and Nominating Committee shall annually review the size of the Board.

##### *Board Committees*

The Board will have at all times an Audit Committee, a Compensation and Leadership Development 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 NYSE and will meet all other applicable legal requirements, rules and regulations. 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 and expertise, 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 Corporation'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 Corporation Bylaws.

The Chair 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 Chair of each committee will present a report of each committee meeting to the Board. The Chair of each committee, in consultation with the appropriate members of the committee, the Chair of the Board, the Lead Independent Director (if any) and management, will develop the committee's agenda. At the beginning of each fiscal year, each committee will establish a schedule of agenda subjects to be discussed during that year (to the degree these can be foreseen). The meeting 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 Corporation. 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 Corporation and will, to the extent appropriate, copy the Chair of the Board, the CEO (if a separate individual), the Lead Independent Director (if any) and the Corporate Secretary on any written communications between a director and an officer or employee of the Corporation. The Board and any of its committees also have the ability to retain, at the Corporation's expense, and have access to 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 Corporation. However, the Board and any of its committees will not be required to implement or act consistently with the advice or recommendations of any such advisors.

## **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 NYSE and all other applicable legal requirements, rules and regulations. 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 Corporation and its subsidiaries comparable to those received by Corporation employees. Non-employee directors who serve on the Audit Committee, the Compensation and Leadership Development Committee or the Corporate Governance and Nominating Committee may not receive any compensation from the Corporation 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 Independent Director, or as Chair 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 Corporation'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 Corporation's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Global Code of Conduct, its principal officers,

and its internal and independent auditors. In addition, the Orientation Program will include visits to Corporation headquarters and to at least one of the Corporation's significant operating companies.

The Corporation may develop continuing education programs sponsored by the Corporation 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 Corporation's expense. .

## **8. Management Succession**

The Corporate Governance and Nominating Committee shall make an annual report to the Board, or arrange a meeting of the non-employee members of the Board, with respect to CEO succession planning and shall prepare and recommend to the Board any policies or principles for CEO succession, including 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 Corporation 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 Chair of the Board and the Lead Independent Director (if any), speak and act for the Corporation. Individual board members may have the occasion to meet or otherwise communicate with various constituencies of the Corporation, journalists and/or other members of the public. It is expected that Board members would so meet or communicate only at the request of the Chair of the Board or the Lead Independent Director (if any). Directors who receive inquiries or other communications from outside parties should promptly advise the Chair of the Board or the Lead Independent Director (if any) of the nature and content of any such inquiry or communication, subject to the protections afforded employees who raise complaints or concerns regarding accounting, internal controls or auditing matters.

## **11. Stock Ownership Guidelines**

It is in the best interest of the Corporation that its directors and Senior Officers beneficially own shares of common stock of the Corporation. Accordingly, the Corporation shall adopt guidelines regarding stock ownership for its directors and senior officers.

## **12. Disclosure of these Guidelines**

It shall be the responsibility of the Corporate Secretary of the Corporation to assure that the current version of these guidelines be posted on the Corporation's website at <http://www.sysco.com>. The Corporation's

stockholders shall be apprised of the availability of these guidelines on the Corporation's website. Any stockholder of the Corporation may obtain a copy of these guidelines upon request to the Corporation's Investor Relations group.

### 13. Code of Business Conduct

The Corporation 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 Corporation's officers and employees, to act ethically at all times and to adhere to the applicable Code of Business Conduct.

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