

**SYSCO CORPORATION
FINANCE COMMITTEE
CHARTER**

The Finance Committee provides assistance to the Board of Directors of SYSCO Corporation in satisfying its fiduciary responsibilities relating to financial performance and financial planning of the Corporation in pursuing the financial objectives of the Corporation for the benefits of all its employees, customers, shareholders and suppliers. The Committee also provides assistance to the Board in satisfying its oversight responsibility with respect to the investment and funding objectives for the Corporation's tax-qualified retirement plans and non-qualified benefit plans (collectively, the "Plans").

General Description

- The Committee shall review the financial affairs of the Corporation so as to enhance the effectiveness of the Board in fulfilling its responsibilities in pursuing the financial objectives of the Corporation.
- The Committee shall ensure that the Corporation has a planning and review cycle, which will allow the directors to understand the past, current and expected long-term performance of the Corporation.
- The Committee shall make recommendations to the Board and management regarding financial policies and objectives to promote and maintain superior standards of performance.
- The Committee shall have oversight responsibility with respect to establishing and monitoring the investment and funding objectives for the Plans.

Organization and Process

- The Committee shall consist of at least three non-management members of the Board of Directors. Committee members shall be appointed by the Board on the recommendation of the Corporate Governance and Nominating Committee.
- The Board shall designate one member of the Committee to serve as Chairman. 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.

- The Committee shall have the authority to take such actions as it deems necessary or advisable to oversee the investment and funding activities for the Plans, including the authority to delegate such duties or responsibilities as it may deem appropriate to the administrative committees of the respective Plans; provided, however, that the Committee shall not delegate its duties or responsibilities related to establishing and monitoring the high-level investment and funding objectives for the Plans.
- All Committee actions shall be promptly reported to the full Board.

Duties and Responsibilities

The Finance Committee, subject to approval by the entire Board of Directors when appropriate, shall in conjunction with appropriate Corporation staff:

1. Review and recommend for approval policies governing capital structure, cash or stock dividends, and liquidity for the corporation;
2. Review the Company's enterprise-wide risk assessment and risk management policies and processes;
3. Review and approve policies regarding financial risk management, including the use of derivatives;
4. Review and recommend to the Board actions regarding the sale or issuance of equity or debt securities;
5. Review and recommend to the Board actions regarding the repurchase and retirement of debt or equity securities;
6. Review and recommend to the Board financing alternatives and structures for future acquisitions;
7. Review potential significant acquisitions and make recommendation to the Board;
8. Review the performance of significant acquisitions and transactions and report such findings to the Board;

9. Review and report to the Board annually on the Corporation's strategic business plans including the strategies that support such plans;
10. Review and recommend to the Board the Corporation's insurance risk management strategies as proposed by management;
11. Review and approve banking lines of credit;
12. Review and recommend to the Board the Corporation's tax strategies as proposed by management;
13. Establish and monitor compliance with the high-level investment and funding objectives for the Plans;
14. Review annually the Plans' investment and funding performance;
15. Take such other actions as may be necessary or advisable to carry out the investment and funding objectives of the Plans, provided that such actions are consistent with the other provisions of this charter;
16. Review this charter annually; and
17. Review the performance of the Committee and its members annually.