



Because We Do the Right Thing

Sysco Code of Conduct

For Non-Employee Directors

Effective November 1, 2010

For over 40 years, Sysco's business has been built upon these values: honesty, integrity and quality relationships with our associates, customers, suppliers, vendors, shareholders and communities. This Code of Conduct is based on these values, and expresses one fundamental philosophy: **Do the right thing.**

This Code applies to all non-employee Directors of Sysco and will be administered by the Corporate Governance and Nominating Committee of Sysco's Board of Directors. Directors who are employees of Sysco are subject to the provisions of the Code of Conduct applicable to associates. This Code expresses the same principles as those set forth in the associates' Code, but focuses on those matters that are of most relevance to non-employee Directors.

There is no way to provide rules of conduct that will apply to every possible situation. Thus, this Code provides general guidelines to cover the most common and most sensitive situations. Directors should always promote ethical behavior and help foster a culture of ethics and compliance at Sysco. Directors should also be familiar with Sysco's policies, rules and procedures that are applicable to non-employee directors. If questions arise, Directors should consult Sysco's General Counsel.

Compliance with Laws, Rules and Regulations

Sysco values its reputation for complying with applicable governmental laws, rules and regulations in the conduct of its business. While carrying out their responsibilities as Directors or otherwise acting on behalf of Sysco, Directors must at all times obey all applicable federal, state and local governmental laws, rules and regulations, including securities and insider trading laws. Directors should also avoid any conduct that, even though legally permissible, is inconsistent with Sysco's ethical principles.

Fair Dealing

Directors must deal fairly with Sysco's customers, suppliers, competitors and employees, and must not take unfair advantage of anyone through manipulation, concealment, or misrepresentation or through other unethical or illegal practices.

Conflicts of Interest

Directors should avoid "conflicts of interest"-- situations or activities that create, or even appear to create, a conflict between the Director's personal interests and relationships and the interest of Sysco. Even the appearance of a conflict of interest can damage a Director's reputation, and that of Sysco. A conflict of interest can arise when a Director takes actions or has interests that may make it difficult for him or her to perform his duties objectively, effectively and in the best interests of Sysco. Conflicts of interest also arise when a Director, or a member of his or her family, receives improper benefits as a result of the Director's position with Sysco. Directors should not serve as an officer or employee of, or have financial ownership (direct or indirect) in, a competitor of Sysco or its operating companies; this restriction does not apply to mutual funds or similar investments in which the Director does not have direct control over the particular companies included in the fund. As an exception to the rules described in this paragraph, Directors may own up to 1% of the stock of a publicly traded company that is a competitor, supplier, vendor, customer or other company that does or seeks to do business with Sysco.

Directors should submit to Sysco's General Counsel any transaction that may be considered a related person transaction, as described in Sysco's Related Person Transaction Policy, in order that any such transaction may be reviewed in accordance with that Policy. Directors should also disclose to the General Counsel and the Chair of the Corporate Governance and Nominating Committee any other situation that involves, or reasonably may appear to involve, a conflict of interest with Sysco.

Corporate Opportunities

Directors may not use opportunities that are discovered through the use of Sysco property, information or position for their personal benefit or the benefit of anyone outside Sysco, unless Sysco has no real or potential interest in the opportunity or does not have the capacity to engage in the opportunity. Directors also owe a duty to Sysco to advance its legitimate interests when the opportunity to do so arises.

Gifts, Meals and Entertainment

Directors should not accept gifts, meals or entertainment from persons or entities that compete with or deal with Sysco if the gift, meal or entertainment might reasonably be perceived to influence the Director's decisions as a Director of Sysco. Similarly, Directors should never directly or indirectly give, offer or receive anything of value to influence any person's business decision unethically or in order to gain an unfair or improper advantage. Directors who accept or provide gifts, meals or entertainment in connection with their role as Directors of Sysco must do so in compliance with all applicable Sysco policies and all applicable laws, including the U.S. Foreign Corrupt Practices Act, U. S. laws governing gifts to healthcare providers, and applicable laws of non-U.S. jurisdictions.

Protection of Sysco's Assets, Including Confidential Information

Directors should protect Sysco's assets, may only use them for legitimate business purposes, and may not use Sysco assets for personal gain. Information is one of Sysco's assets, and Directors must maintain the confidentiality of nonpublic information entrusted to them by Sysco or other parties with whom Sysco does business, except when disclosure is authorized or legally required.

Administration and Waivers of the Code

Directors should report any suspected violation of this Code to the General Counsel and the Chair of the Corporate Governance and Nominating Committee. If the suspected violation involves the Chairman of the Corporate Governance and Nominating Committee, it should be reported to the General Counsel and the Chairman of the Board or, if the Chairman of the Board is not independent, the independent Lead Director. Suspected violations will be investigated by the Corporate Governance and Nominating Committee or persons designated by the Committee, and appropriate action will be taken should a violation be found. The responsibility for administering this Code rests with, and waivers of this Code may be made only by, the Corporate Governance and Nominating Committee. If the suspected violation involves a member of the Corporate Governance and Nominating Committee, that individual will not participate in the investigation or waiver process. Waivers granted will be disclosed as and to the extent required by law or the rules of any stock exchange on which Sysco securities are listed.

Sysco Code of Conduct For Non-Employee Directors

ACKNOWLEDGEMENT

I have received a copy of the Sysco Code of Conduct for Non-Employee Directors. I have read it in its entirety, and I understand its contents and accept my obligation and responsibility for maintaining Sysco's reputation for integrity. By signing below, I commit to following both the letter and spirit of the Code in all my actions on behalf of or affecting Sysco.

Name (Print) _____

Signature _____

Date _____

Please keep a copy of this Responsibility Statement for your records. You will periodically be required to sign an acknowledgement form confirming that you have read the Code of Conduct for Non-Employee Directors and agree to abide by its provisions.