



Global Code of Conduct

Effective June 12, 2017



Sysco's Values



ROOTED IN INTEGRITY

We were founded by a group of passionate leaders who worked with integrity to shape an industry. They put their futures in each other's hands, and with this trust, they were able to spark magic. Today, that same integrity and mutual respect continues to push us to reach new heights.

COMMITTED TO INCLUSION

Belonging means reserving a seat for anyone at every table. When we invite diverse, inclusive, authentic, and honest voices to each conversation, we change the narrative and begin to write a new chapter in our story. The way we see it, diversity is not just good business; it is what's right.

DRIVE TOGETHER

When we're all in, we go all out for each other. Working shoulder to shoulder, we ensure our customers have the tools they need to succeed. When we achieve our shared goals, we celebrate not as individuals but as one Sysco.

DEFINE EXCELLENCE

We founded this industry from our love for food, and we continue to define it. Our history, expertise, reach, and talent allows us to set the standards for everyone to follow. To do so, we must continuously work safely, challenge the status quo, pursue innovation, and always push beyond our bounds and outperform expectations.

GROW RESPONSIBLY

We bring food to the table by shaping the future of nourishment. Placing our stakeholders first assures they have the resources for sustainable growth. The good we deliver creates room for enormous opportunity and space to define worldwide food systems for years to come.

**VALUES GUIDE AND INSPIRE PURPOSE-DRIVEN
BEHAVIOR, OUR VALUES DEFINE WHO WE ARE AT
OUR BEST**





What it Means to Us

We take pride in executing our business with the highest degree of integrity and in compliance with all legal requirements. The highest legal, moral and ethical standards of honesty, integrity and fairness are to be practiced in the conduct of Sysco's affairs. As individuals, our personal integrity means that others can trust and respect us and know that we will be honest, fair and forthright. As a company, integrity means that we will always honor our commitments and be a reliable and trusted business partner. It is this foundation that will allow us to continue to protect our reputation and succeed in a competitive global business environment.





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Letter from our President & CEO

Sysco Colleagues,

Sysco is committed to the highest ethical business conduct standards, including our interactions with our customers, associates and other key stakeholders, and our compliance with the law and company policies. Our consistent demonstration of this commitment over the years has helped position Sysco as a valued and trusted business partner, global corporate citizen and an employer of choice.

Each of us plays an important role in helping Sysco uphold this commitment. We are very clear in our expectations of our associates when it comes to acting with integrity and being accountable for living our values: **Rooted in Integrity, Committed to Inclusion, Drive Together, Define Excellence, and Grow Responsibility** each and every day. Our Global Code of Conduct is guided by these values, standards and expectations. We believe these are paramount to delivering exceptional service with the highest degree of integrity. It is no accident that Integrity is listed first.

Your commitment to understanding and following the Code is essential. If you have a question or concern about what is appropriate or see anything that appears to be a breach of this Code, please ask questions and voice your concerns. Your concerns will be taken seriously and there will be no repercussions against anyone for asking questions or raising concerns in good faith.

We rely on you to uphold our values and abide by the Code. Our values are the foundation of who we are as a company, how we must act in order to achieve our vision, and what we expect of you as a part of the Sysco family. This mindset and commitment goes well beyond our responsibility to conduct our business in compliance with the letter and spirit of the law.

Thank you for living our values and, importantly, your ongoing commitment to our customers, colleagues and communities.

Sincerely,

A handwritten signature in black ink that reads "Kevin P. Hourican". The signature is written in a cursive, flowing style.

Kevin Hourican, President and CEO



Our Responsibility



Who Must Follow the Code

The Code of Conduct (“Code”) applies to all Sysco associates, including all associates of our operating companies, subsidiaries, division and affiliated companies, and all officers, as well as the members of our Sysco Board of Directors when they act in their respective capacities as directors. It is your responsibility to read, understand and follow the Code.

Throughout this Code, the term “Sysco” is used to refer to Sysco Corporation, our operating companies, subsidiaries, divisions and affiliated companies and the term “associates” is used to refer to our employees.

The Code is not an employment contract and does not create any right of continued employment.

Act with Integrity at All Times

The highest legal, moral and ethical standards of honesty, integrity and fairness are to be practiced in the conduct of Sysco’s affairs. While acting on behalf of Sysco, you are responsible for acting with integrity and for complying with applicable federal, state and local governmental laws, rules, regulations, company policies and the

Code. This includes compliance with the laws of all countries where Sysco does business.

You should also avoid engaging in any conduct that, even though legally permissible, is inconsistent with Sysco’s values and standards. If any portion of the Code conflicts with applicable law, the law controls. In addition, as a global business, Sysco is committed to complying with the laws of the countries in which we operate. If you have questions, please seek guidance from the Legal Department.

Violations of the laws, rules, regulations, company policies or the Code can have serious consequences. This can involve disciplinary action, up to and including termination of employment, as well as possible civil and/or criminal penalties.

Know Your Responsibilities as a Leader

If you are a manager, you have increased responsibilities to be a positive role model to your team. You are responsible for creating an environment where all associates are valued and respected and know that integrity will not be compromised in order to achieve results. The work



environment created should be one where those reporting to you are comfortable raising questions or concerns without fear of retaliation.

It is your responsibility to ensure that your team knows and understands the expectations of the Code, policies and laws relating to their work. In addition, you have an obligation to promptly address ethical issues when they are brought to your attention and escalate them when necessary.

Managers are relied upon to recognize integrity, encourage associates to make the right decisions and to reinforce our values.

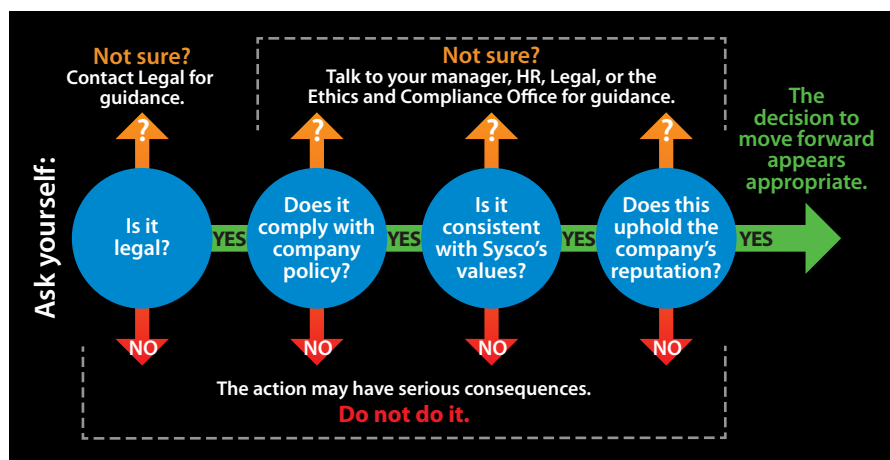
Use the Ethical Decision-Making Tree

Our reputation is built upon our commitment to our core values and our ability to make the right decisions when faced with an ethical dilemma or compliance concern. Your decisions can have a big impact on you personally and the company as a whole, so you must always act responsibly, ethically and compliantly.

Ask Questions and Voice Concerns

The Code and the Ethical Decision-Making Tree are tools to help guide your decision-making process when you face tough ethical issues. There will be times where you may need additional guidance on how to interpret the Code, a company policy, a law or regulation, or you may see or suspect illegal or unethical behavior. When you find yourself in any of those situations, you have a responsibility to promptly speak up and you have many resources available to help you.

You can speak with your immediate manager, next-level manager, Human Resources, the Legal Department or the Ethics and Compliance Office (ECO). You also have an additional resource, The Ethics Line, Sysco's global, multi-lingual hotline that you can contact via phone or web. It is available to all – associates, vendors, consultants, temporary associates, contractors, subcontractors or suppliers – to voice concerns.



Sysco's Ethical Decision-Making Tree

The Ethical Decision-Making Tree can help guide you when you are uncertain of the most appropriate action to take when faced with a difficult decision.



Ethics Line

The Ethics Line is our toll-free number operated by an independent third party and is available 24 hours a day, seven days a week, 365 days a year, worldwide, with country-based toll free numbers and

interpreters when needed. You can also voice a concern through the online tool, ethicsline.sysco.com.

As a Sysco associate, you are obligated to cooperate fully in internal inquiries and investigations and to be truthful and straightforward. Failure to do so may result in disciplinary action up to and including termination of employment.

All reported concerns are taken seriously and provided to the Ethics and Compliance Office. To assist Sysco in investigating your report, you are encouraged to communicate all of the information you feel comfortable providing. You may remain anonymous if you so choose, except where restricted by local law.

Note: Due to local privacy laws in certain countries and the European Union region, the Ethics Line may permit only specific types of calls, such as accounting, financial, auditing and bribery matters. In those countries, contact your Human Resources manager to report other issues.

**You have several resources available to you.
They include the following:**

 <p>Your supervisor or department leader</p>	 <p>Human Resources</p>	 <p>Ethics and Compliance Office</p>
 <p>Legal Department</p>	 <p>Ethics Line 877.777.4020</p>	 <p>Ethics Line Online ethicsline.sysco.com</p>



Do NOT Retaliate – We Prohibit Retaliation

We strive to create an environment where associates feel comfortable to raise concerns and are confident that those concerns will be addressed. Sysco prohibits retaliation against anyone who reports a concern in good faith or who participates in an internal or external investigation. This means that an associate who has raised a concern that is honest, sincere and complete to the best of their knowledge, cannot and must not be the target for any type of retaliation.

Retaliation could include, but is not limited to, termination, job demotion, intimidation, humiliation, exclusion and threats. Retaliation will not be tolerated.

We strive to create an environment where associates feel free to raise concerns and are confident that those concerns will be addressed.

However, if you raise a concern in bad faith, meaning you know the concern is false and it was done with a malicious purpose, you will not be protected and may be subject to disciplinary action, up to and including termination.

If you think that you or someone you know has experienced retaliation, contact any of the resources in the “Voice Concerns” section of the Code.

Administration of Our Code

Sysco’s Ethics and Compliance Office is accountable for administering and promoting the Code. But you alone

are responsible every day and in every interaction for living our values, following the Code’s expectations, following company policies and obeying the law.



Sysco reserves the right to modify any aspect of the Ethics and Compliance Program, including, without limitation, the Code and company policies, at any time, for any reason.

Waivers of the Code

Any request for waiver of the Code for any associate must be submitted in advance to the Ethics and Compliance Office and approved in advance by the Legal

Department and the Chief Executive Officer. Such waivers, if granted, will be reported to the Corporate Governance and Nominating Committee of Sysco's Board of Directors annually.

Any request for waiver of the Code for any Sysco executive officer or member of the Board of Directors must be submitted in advance to the General Counsel and

approved in advance by the General Counsel and the Corporate Governance and Nominating Committee of the Board of Directors and disclosed to the Board of Directors. If the Chair of that committee is requesting a waiver, then the General Counsel and Chairman of the Board must approve the waiver in advance. If required by applicable law, waivers will be promptly disclosed.





Our Workplace Environment



Support Human Rights

The respect and protection of fundamental human rights is critically important to us. We operate globally in a manner that supports the basic human rights, including the rights of associates to have fair wages and benefits in accordance with local laws, a safe and healthy working environment, a right to freedom of association, a workplace free of harassment and discrimination and one that prohibits child labor, forced labor and human trafficking.

We expect every supplier who does business with us to uphold these same principles and require them to comply with our Supplier Code of Conduct in order to do business with us.

If there is an actual or suspected human rights abuse, contact any of the resources in the “Voice Concerns” section of the Code.

Show Everyone Respect

Harassment Free Workplace

All associates are entitled to work in an environment that is free from harassment, bullying and discrimination. We do not tolerate any form of abuse or harassment.

This includes, but is not limited to, unwelcome verbal, visual, physical or other conduct of any kind that creates an intimidating, offensive or hostile work environment, as well as any form of sexual harassment.

Sysco expects all associates to contribute to a positive and inclusive work environment where every individual is treated with dignity and respect.

Appreciate Diversity and Inclusion

We value the many backgrounds, talents, experiences, perspectives and ideas that come from having a diverse workforce and environment and consider them a competitive advantage. Diversity drives the innovation that can help us better serve our customers.

Any and all forms of harassment are strictly prohibited.

We recognize that our success lies in our ability to treat everyone with respect, value each other’s input and promote an environment where openness and trust is



encouraged and celebrated. We strive to embrace diversity and inclusion and create a positive work environment that is as diverse as the customers and communities we serve.



Discrimination-Free Workplace

Our global workforce requires the unique skills of many. We believe that every associate should be treated fairly and have an equal opportunity to succeed. Therefore, we do not and will not tolerate discrimination. Any and all employment-related decisions, including but not limited to recruiting, hiring, terminating, promoting and compensating must be based on merit.

We believe that every associate should be treated fairly and have an equal opportunity to succeed.

Employment-related decisions should never be based on age, gender, gender identity/ expression, sexual orientation, race, color, ethnicity, national origin, religion, physical or mental disability, veteran status, marital status or any other legally protected status.

Ensure a Safe and Healthy Work Environment

Workplace Safety

It is extremely important to us to safeguard the health and safety of our work environment and the communities in which we operate. Each of us is responsible for acting in a way that protects ourselves and others.



Our Responsibilities

- Be alert to health and safety risks and know the emergency procedures where you work.
- Always follow Sysco's safety and workplace procedures and expect third parties and visitors to do the same.
- Only undertake work that you are qualified and have been properly trained to perform.

- Speak up if you are asked to do something that you think is unsafe or see someone else performing a task that you think is unsafe or that the person is not properly trained to do.
- Report any accident, injury, illness or unsafe condition immediately.
- Speak up if you suspect that a piece of equipment or vehicle is not operating properly and may be unsafe.
- Be sure that your performance is not impaired by, for example, a lack of sleep or the use of alcohol or any drugs, including prescription or over-the-counter medication.

Any threat or act of workplace violence committed by or against associates will not be tolerated and must be reported immediately to the associate's supervisor and any additional appropriate party. The

unauthorized possession or use of weapons while at work, on company property or while on company business is also strictly prohibited.

Substance Abuse

We are committed to maintaining a workplace that is free from the effects of illegal use or misuse of drugs and alcohol. Drugs may include illegal drugs, controlled substances or misused prescription medication.

We also strictly prohibit the unlawful manufacture, possession, distribution, sale or use of illegal drugs or controlled substances while working or on Sysco premises. Such activities are strictly prohibited because they threaten our ability to provide exceptional service to our customers and compromise the safety of our associates and the public.





Our Clients and Business Partners



Our Customers

Deliver Exceptional Service

Our mission is to market and deliver great products with exceptional service. We do that by treating customers and business partners fairly. We work to understand and meet their needs while always remaining true to our values and ethical standards.

Our mission is to market and deliver great products and services with exceptional service.

Engage in Honest and Fair Dealing

Acting with integrity is how we build and nurture relationships with our customers. It is a must that in every interaction with customers you:

- Respect the rights of and deal honestly and fairly with our customers.
- Earn trust through superior price, quality and service rather than unethical or illegal business practices.

- Avoid any and all unfair or deceptive practice and always present Sysco's products and services in an honest and forthright manner.
- Negotiate and perform all contracts in a fair and ethical manner and in strict compliance with all applicable laws, regulations and, where applicable, terms of the contract.
- Try to resolve disputes promptly and fairly.

Ensure Product Safety and Quality

You are accountable for delivering value to our customers by maintaining the safety and quality of the products we deliver. This aligns with our vision to be our customers' most valued and trusted business partner. It also aligns with our strategic objectives to:

- Profoundly enrich the experience of doing business with Sysco.
- Continuously improve productivity in all areas of our business.
- Enhance offerings through a customer-centric innovation program.
- Leverage talent, structure and culture to drive performance.
- Continuously assess new market opportunities and current business performance.



Our Suppliers

Seek Suppliers Who Provide Excellence

Suppliers are trusted business partners in support of our mission. They include any third-party vendor, product or service provider, consultant and/or contractor that provide us with goods and services. The standards of excellence and integrity that we set for ourselves also apply to them. They are expected to act consistently with the Supplier Code of Conduct, follow all applicable laws governing their work, as well as to fulfill their contractual obligations when working on behalf of Sysco. Failure to do so can result in termination of their relationship with Sysco.



In addition, gifts or entertainment should never be given, offered, asked for or accepted from any potential or existing supplier or business partner with whom

we are actively negotiating contracts. For more information, see the “Follow Gifts and Entertainment Rules” and “Anti-Corruption/ Anti-Bribery” sections of the Code.

We treat all suppliers’ confidential information and intellectual property as we would our own. We will not share that information unless we are required by applicable law or expressly authorized to do so.

Ensure Commitment to Our Supplier Code of Conduct

Those who work on our behalf to provide goods and services have the potential to greatly influence our reputation in a negative manner if they behave illegally or unethically. That is why all vendors and suppliers and each of their facilities that supply goods to Sysco must also comply with our Supplier Code of Conduct and all applicable laws and regulations in the countries in which they operate as a condition of working with us.

Q&A

Q: I’m attending a trade association meeting and several members are discussing pricing strategy. What should I do?

A: *If issues such as pricing strategy are discussed among competitors, there is the possibility that price-fixing or collusion could occur or be perceived to have occurred. Many countries, including the United States, prohibit the discussion of pricing among competitors for this reason. If you find yourself in this situation, it is extremely important that you excuse yourself from the meeting immediately. Promptly advise Sysco’s Legal Department of what you have observed.*

Our Competition

Be Respectful about Competitors

- We operate in a global environment on the strengths of our great associates and the exceptional goods and services we provide. That means we never comment on a competitors' products or services in an inaccurate or untruthful manner. That is never acceptable.
- We also should always respect the confidential information and intellectual property of our competitors.

Avoid Anti-Trust and Anti-Competition Activity

- Anti-trust and anti-competition laws exist to promote vigorous competition and a fair marketplace where all have an equal opportunity at delivering great services and products based on factors such as innovation, quality, pricing, exceptional service and reputation. For that reason, you must never participate in activities with competitors that violate or even appear to violate anti-trust or anti-competition laws.
- Prohibited activities with competitors include entering into agreements (formal, informal, written or verbal) to allocate customers, sales or territories, set prices or other terms of sale, coordinate bids or engage in any other activity that would appear to violate anti-trust or anti-competition laws. There are severe legal penalties and consequences for companies and individuals who violate these laws. The laws are complex in this area, so if you ever have any questions or need guidance, consult the Legal Department.

Gather Market Information Legitimately

- Market information gives us what is known as competitive intelligence – information about products, customers and competitors that could be used to make strategic decisions. It must always be obtained fairly, ethically and through legitimate means such as public conferences, annual reports, trade journals, etc. It must never be obtained through illegal or unethical methods such as theft, invasion of privacy or through co-workers from a prior employer.



Q: Can I pretend to be a customer to get pricing information from our competitors?

A: *No. Obtaining information about a competitor by misrepresenting your identity or by inducing an employee of the competitor or a third party to divulge confidential information is inappropriate and may be illegal. Gathering information about our competitors is a legitimate business activity when done lawfully and ethically.*





Our Business Practices



Avoid Conflicts of Interest

We all have an obligation to act in the best interest of Sysco and avoid conflicts of interest. A conflict of interest may arise when your personal activities or relationships interfere with or impact your ability to act objectively and in the best interest of Sysco. Perceived or actual conflicts of interest can negatively affect our reputation, decrease shareholder value and expose Sysco and/or you to legal liability.

You are expected to diligently avoid such conflicts and disclose them when they arise. In many instances, they can be resolved quickly through an open and honest discussion and steps can be put in place to eliminate and/or mitigate them.

A conflict of interest may arise in many ways and can involve not just you but a family member, friend or someone with whom you have a close personal relationship. Some common situations that can lead to a conflict of interest are:

Outside Business Opportunities

- Engaging in activities that compete with, or appear to compete with, Sysco and helping anyone else, such as family members to do the same.

- Using opportunities that are discovered through the use of Sysco property, information or position for your personal benefit or the benefit of anyone outside of Sysco.
- Engaging in any outside employment or activity that could negatively affect your job duties and/or performance for Sysco, influence or appear to influence your business decision(s) or interfere with your responsibilities to Sysco.
- Receiving or using Sysco information, facilities, equipment or resources for your own personal benefit or the personal benefit of others.

Working with Family

- Acting on behalf of Sysco in any transaction with another company where you or your family members have a significant investment (financial or otherwise) or with a company that employs a family member with management responsibility.
- Hiring, supervising or having a direct or indirect line of reporting to a family member.



A “family member” is a spouse, domestic partner, child, sibling, parent, grandparent, grandchild, niece or nephew, aunt or uncle, cousin, stepchild, stepparent or in-law.

Having a family member work for or act as a business partner or supplier does not, in and of itself, mean that there is a conflict of interest. However, it may constitute a conflict of interest if you are involved in that business relationship (i.e., hiring, managing the contract with, negotiating with, etc.). Therefore, discuss these relationships, if they should arise, with your manager and disclose them promptly.

Personal Relationships in the Workplace

Having or developing a romantic relationship with a co-worker who reports to you (directly or indirectly) and/or with respect to whom you exercise employment decisions (i.e., salary, performance rating, promotion/demotion, etc.). If a romantic relationship should develop between a supervisor and a direct or indirect report, the supervisor is required to promptly disclose it to Human Resources and complete a conflict of interest disclosure form so the proper steps can be taken to address the conflict.

Personal Investments

Either you or your family members having a significant financial ownership (direct or indirect) in a competitor, supplier, vendor, customer or other company that does or seeks to do business with Sysco. In general, there is no conflict of interest if you or a family member has stock ownership not exceeding one percent (1%) of the company’s outstanding equity securities. These restrictions do not apply to mutual funds or similar investments where you do not have direct control over the particular securities in the fund.



Q: My family and I are opening a small food distribution company to service the rural restaurants in our hometown. Can I use the supplier list I have access to through my role at Sysco to help us develop a small supplier base?

A: *This activity would help you and your family members compete with Sysco as well as allow you to use Sysco’s resources for your own personal benefit and the personal benefit of others. Both of these are prohibited. In addition, the supplier list is Sysco’s confidential information whose misuse or unauthorized disclosure could result in severe consequences for you.*

Q: My sister owns a small restaurant. I work as a Sysco marketing associate. Can I serve as the marketing associate who services my sister’s restaurant for Sysco?

A: *You should tell your supervisor about your sister’s ownership of the restaurant and complete a conflict of interest disclosure form. If there is another associate who could service your sister’s restaurant, then the supervisor should assign another associate to do it. In most instances, you will not be allowed to serve as the marketing associate for a restaurant owned or operated by a family member. If, however, you work in a rural area, there may not be another associate who can easily service the restaurant. In that instance, your supervisor may allow you to service your sister’s restaurant, but in doing so you must follow the Code. This means that you cannot give your sister a “good deal” that you wouldn’t provide other Sysco customers, you may not disclose Sysco confidential information to your sister and you must act in the best interests of Sysco in all of your dealing with your sister’s restaurant.*

Q&A

Q: I have a new role at Sysco and I work closely managing vendors and their contracts. My sister's company has been a vendor with Sysco for a long time and is one of Sysco's largest suppliers. What should I do?

A: *You must discuss with and disclose this relationship to your manager promptly and complete a conflict of interest disclosure form. He/she will be able to provide you with guidance on how to address the conflict of interest.*

Improper Personal Benefits

Neither you nor a family member may receive any financial or personal benefit (either you or through a family member) from people or companies with whom we do or seek to do business, except in compliance with our gifts and entertainment rules. For more information, see the "Follow Gifts and Entertainment Rules" section of the Code.

Duty to Disclose

You must disclose potential and/or actual conflicts of interest by completing a conflict of interest disclosure form. You can find the form on our intranet site or by contacting the Ethics and Compliance Office. Having a conflict of interest, in most instances, is not in and of itself a Code violation, but failing to disclose it is.

Maintain Truthful, Accurate and Complete Business Records

Accurate recordkeeping is critical at Sysco. We have a responsibility to maintain truthful, accurate and complete business records. Business partners, government officials and the public rely on our accurate and complete disclosures and business records.

A business record can include, but is not limited to, payroll documents, time cards, spreadsheets, legal agreements, invoices, purchase orders, information in filings with governmental agencies, travel and expense reports, inspection records, hazardous material records and accident reports.

You should never omit, falsify, misstate, alter or conceal any information or misrepresent the facts for your benefit or the benefit of others and you should never encourage or authorize anyone else to do so. This is fraud and is strictly prohibited.

What is a "Business Record?"

"Business records" include any document or communication in paper or electronic form that is maintained in the course of business. This covers a wide variety of information, including, but not limited to: presentations, spreadsheets, payroll documents, time cards, attendance records, legal agreements, information in filings with governmental agencies, inventory records, invoices, purchase orders, market research tests, lab tests, quality control tests, travel and expense reports, inspection records, transportation logs, hazardous material records, accident reports and business plans.

This responsibility applies to everyone – not just Sysco's accounting, finance, HR and payroll personnel. Accurate recordkeeping reflects on Sysco's reputation and credibility and also helps to ensure that we meet our legal, financial, contractual and regulatory obligations.

If you believe that a violation has occurred, you must report it to the Legal Department,



the Ethics and Compliance Office (either directly or via the Ethics Line) or the Audit Committee of the Board of Directors.

Follow Financial Accounting Principles and Public Disclosure Requirements

Our legal obligation, as well as our obligation to Sysco stockholders, requires that our financial reports, statements, certifications and records must always accurately and fairly reflect our business and financial condition. They must also follow generally accepted accounting principles as well as all Sysco internal controls, policies and procedures.



The public and investors rely on the integrity of the information we report in our public communications. We must always provide information that is timely, accurate, complete, fair, objective, relevant and understandable in the reports and

documents we file with or submit to government and regulatory agencies and in other public communications.

Support Audits and Investigations

You are expected to be totally honest, forthright and to cooperate fully with any audit or investigation whether internal or external. You must never conceal, alter or destroy any requested records or information in anticipation of an inquiry. You also must never attempt to improperly influence the results of an audit or investigation.

If you receive a request for information from a government or regulatory agency or with regards to a legal proceeding, you must immediately contact the Legal Department for assistance.

Follow Gifts and Entertainment Rules

Promoting goodwill and successful working relationships is important. There are times where you might consider offering or accepting a gift from, or entertainment with, a customer or business partner.

Gifts and entertainment mean anything of value and include, but are not limited to, items such as meals, tickets to events, holiday baskets, gift cards, loans, etc.

You must never offer, provide, accept or solicit gifts and/or entertainment for your own personal use, or the use of others, when it serves to, or appears to, inappropriately influence business decisions or gain an unfair advantage.

Please see the information on the next page showing the types of gifts and entertainment that are generally acceptable, never acceptable and questionable. Some departments may impose further restrictions.



Acceptable (Requires no pre-approval.)

- Nominal gifts or entertainment (such as business lunches, promotional items, holiday baskets, etc.) of \$75 (U.S.) or its equivalent, to or from a single source (entity) per year; and
- The gift or entertainment has a legitimate business purpose and the nature and frequency of the occasion is reasonable; and
- The gift or entertainment is permitted under the laws that apply to the recipient and the recipient of the gift is authorized and permitted to accept the gift.



Never Acceptable (Wrong in fact or appearance – You may not proceed.)

- Offer, give, request or accept
 - Anything that is illegal, unsavory, offensive or would embarrass Sysco;
 - Cash or cash equivalent;
 - Gifts or entertainment in exchange for doing, or promising to do, anything in return (quid pro quo);
 - Gifts or entertainment that do not comply with Sysco's rules or the law or rules of the recipient's company;

- Gifts or entertainment that seek to
 - Obtain or retain business or an improper advantage for Sysco;
 - Otherwise influence the act or decision of an official; or
 - Induce an official to use or abuse his/her influence for any purpose.

You may not use your own money or resources for gifts or entertainment above the dollar limit for a customer, vendor or supplier.

You are prohibited from offering, giving, requesting or accepting gifts or entertainment in connection with a competitive bidding process or with a potential or existing supplier or business partner with whom we are actively negotiating contracts.



Questionable (Additional guidance is needed or additional approvals are required.)

- Gifts or entertainment that exceed the dollar limits.

"Gifts" do not include company sponsored sales contests or incentive programs. Also, gifts or discounts offered to a large group of associates as part of an agreement between Sysco and a customer, supplier or vendor may be accepted by Sysco associates and used as intended by the customer, supplier or vendor, provided that the appropriate Sysco senior management approval has been obtained.



Q&A

Q: I work closely with a vendor and the vendor's representative gave me a beautiful necklace after the successful launch of the project they were supporting. Can I accept it?

A: *No. You may not accept it even if the value is below \$75 (U.S.) or its equivalent because it is not being given on an occasion when gifts are customary. In addition, the gift is being offered as a reward in connection with your conduct of the company's business and is therefore inappropriate.*

You should return the gift with a note explaining that, while appreciated, it is against company policy to accept gifts in these instances. An example of an acceptable gift would be a fruit basket under \$75 (U.S.) or its equivalent given during the holidays.

Q: A potential supplier that would like Sysco's business invites me to lunch at least twice a month. What should I do?

A: *Accepting lunch invitations is permissible if you are meeting for a business purpose, but frequent or extravagant meals can appear to create a conflict of interest. Additionally, you must ensure that the cost of the meals do not exceed the \$75 (U.S.) or its equivalent rule within the Code.*

Vacation packages, hotel accommodations, out-of-town trips or other similar items of value in connection with business travel and entertainment are considered gifts and are subject to the principles described in the Code. You must always obtain prior approval from your supervisor (and if

your supervisor is not an officer of Sysco Corporation or one of its subsidiaries, the officer to whom your supervisor ultimately reports) before accepting a vacation package, hotel accommodations, trip or other similar items of value from a Sysco customer, supplier or vendor, even if it is being provided in connection with business travel and entertainment.



Your supervisor or the relevant officer has discretion to withhold approval for any reason; further, your supervisor and the relevant officer do not have authority to approve the request if the items are not both reasonable and appropriate under the circumstances.

If you have any questions about whether the acceptance of gifts or entertainment complies with the Code, you should consult with your manager, the Ethics and Compliance Office or the Legal Department, prior to offering or accepting a gift or entertainment.

Gifts to Government Officials

Giving gifts, entertainment or anything of value to any domestic or foreign governmental official or employee is highly regulated and often prohibited. You must never offer, promise, provide or authorize the giving or payment of money or any other thing of value, directly or indirectly, to any government official to:

- Obtain or retain business, or to gain an improper advantage for Sysco;
- Influence the act or decision of such an official; or
- Induce such an official to use or abuse his/her influence for any purpose.

Also, you must never solicit or accept anything of value from an actual or potential government official, employee or entity given with the intent to improperly influence your acts or decisions.

Note: *U.S. Federal law bans all gifts to U.S. Congress members and staff and U.S. government employees. Always contact the Ethics and Compliance Office or the Legal Department if you have questions about whether certain conduct is prohibited.*

Did you know...

Government officials include officials or employees of any Federal, State or local government, agency or department of a government. This includes, but is not limited to, U.S. Congress members and staff and federal Executive branch agency officials and staff.

Under some circumstances, giving a gift, entertainment or anything else of value – even a small holiday gift – to a healthcare provider, such as a hospital or nursing home, could violate federal anti-kickback laws. For this reason, Sysco prohibits giving any gifts, entertainment or anything else of value to any healthcare providers or their employees for any purpose without advance written approval from Sysco's General Counsel.



Uphold All Laws and Regulations Governing Interactions

Sysco is committed to complying with all laws and regulations that apply to us as we operate around the world.

Anti-Corruption and Anti-Bribery

Sysco expressly prohibits and has zero tolerance for any and all forms of corruption and/or bribery. This applies to not only our business operations but to third parties, agents, consultants, suppliers, contractors and anyone else acting on our behalf. There are serious legal and reputational consequences for Sysco and individuals personally for any anti-corruption and anti-bribery violations, and such violations can expose you to discipline up to and including termination. Please see the Global Anti-Corruption Policy for more information.



Examples of a “Government Official” under anti-bribery laws

They may include:

- Employees and agents of companies that are owned or controlled by the government.
- Elected and appointed officers or employees of national, state or local governments (including persons holding legislative, administrative and judicial positions).
- Officials of political parties and candidates for political office.
- Members of law enforcement, including the military, local police and other enforcement agencies.
- Purchasing managers of government-run airlines, universities, school systems or hospitals.

Did you know...

Most countries have anti-bribery laws that prohibit bribing a government official and some countries' laws, such as the United Kingdom's Bribery Act, prohibit bribing anyone (a government official or a private non-government individual). In the U.S., the Foreign Corrupt Practices Act (“FCPA”) makes bribery of government officials a crime and applies wherever Sysco conducts business.

Sysco expressly prohibits and has zero tolerance for any and all forms of corruption and/or bribery.

False Claims and False Statements

In the U.S., the False Claims Act (FCA) imposes liability on both individuals and companies (usually federal contractors) who defraud government programs. Knowingly making a false claim or statement to the government is a felony and can subject both you and Sysco to civil and/or criminal sanctions in addition to exposing you to discipline up to and including termination.

Insider Trading

You must comply with all securities laws and are expressly prohibited from trading or sharing information in the securities of Sysco or any company when you are in possession of material, nonpublic information relating to Sysco or our business. This prohibition also applies to other companies (i.e., Sysco customers, suppliers, vendors and business partners) if you have material, nonpublic information about that company that you gained from your position at Sysco.

You are also prohibited from passing along inside material, nonpublic information (also known as “tipping”) to others who may act upon it.

You should also avoid discussion of this type of information anywhere that others may hear it, such as on public transportation or on restaurants or elevators.

Please see the Trading in Company Securities Policy for more information.

Global Trade – Export/Import Laws and Trade Sanctions

There are many complex laws around the import or export of goods, services and technologies across national borders and you must comply with these laws, regardless of where you are located. If U.S. law conflicts with a local trade law, U.S. law may apply.

Our business transactions are subject to various trade controls and laws that regulate export and import, including:

- Government-imposed export controls, trade restrictions, trade embargoes, legal economic sanctions and boycotts; and
- Anti-boycott laws that prohibit companies from participating in or cooperating with an international boycott that is not approved or sanctioned by the U.S. government.

These laws can be very complex so you should always consult the Legal Department for proper guidance on this subject.





Our Assets and Information



Safeguard Company Property and Information

Physical Assets

Sysco's assets are to be used to support our business and strategic objectives. We have a responsibility to protect them, in whatever form they exist, as well as those of our customers and business partners. We should always safeguard them against theft, loss, waste and abuse. Sysco assets should not be used for your personal benefit or the benefit of anyone other than Sysco.

You should have no expectation of privacy when using company assets or resources.

Privacy/Personal Data

You may work with personal information or data. Personal information broadly relates to any information that identifies or relates to an identifiable person. There are data protection and privacy laws that govern how such data should be handled, so you must always do the following when handling it:

- Only collect, access, use or disclose personal data that you are authorized to see for legitimate business purposes.
- Only use the minimum amount of personal data needed to accomplish your work.

- Securely store, transmit and destroy it in accordance with applicable law and policies.
- Never share it with anyone (internal or external) who is not authorized to receive it or is not obligated to protect it.

You must always promptly report any suspected or actual unauthorized disclosures to the Ethics Line.

Confidential Information

We are a leader in the foodservice industry. Protecting our confidential information is critical to keeping us at the forefront.

Confidential information can come in many forms. Please see the chart on the next page for a few examples.

During the course of your work, it is likely that you will acquire confidential information about Sysco, our customers, suppliers, business partners or another third party. You should always take reasonable and necessary precautions to protect this and ensure that you only access what is necessary to meet business needs or to comply with applicable laws and Sysco policies and procedures.



Confidential information must not be disclosed or discussed with other associates within Sysco, except on a legitimate need-to-know basis.

Confidential information must not be shared with anyone outside of Sysco unless:

- There is a legitimate business need-to-know; and
- There is a proper and fully executed confidentiality agreement in place; and
- The disclosure is not prohibited by law or an agreement with a third party.

Misuse or unauthorized disclosure of confidential information, not otherwise available to persons outside of Sysco, could result in fines, penalties or legal action against Sysco or you as an individual.

Intellectual Property

Intellectual property must always be used responsibly and respectfully. It must never be shared with third parties without the proper approval nor used in a defamatory or degrading manner.

Types of Sysco Assets (A few examples are presented below.)



Confidential Information

- Business plans and strategies
- Earnings
- Forecasts
- Non-public events regarding Sysco securities
- Sales information
- Undisclosed marketing and promotional activity



Personal Data/ Information

- Banking account information
- Benefits information
- Birth date
- Credit card info
- Email addresses
- Government assigned identification numbers (for instance, Social Security Numbers)
- Health/medical information
- Performance records
- Phone Numbers
- Residential addresses
- Salary and other compensation information



Intellectual Property

- Copyrights
- Inventions
- Logos
- Package Designs
- Patents
- Trademarks
- Trade Secrets

Q&A

- Q:** My contact at a Sysco customer asked me for sales and marketing information about another Sysco customer that competes with his business. What should I do?
- A:** *Always refuse, courteously, to give others information about our customers. It is unprofessional, could violate the terms of our agreement with the other customer and could result in a violation of the law. Also, disclosing this type of information sends the wrong message about how we protect our customers' information.*
- Q:** I accidentally received an email with a file containing the salaries of several other associates. May I share it with other people at work?
- A:** *No. You and your friends have no legitimate business reason to have this information. You should delete the email and bring the error to the sender's attention. Disclosing the information to other associates is a violation of the Code.*
- Q:** I have a roommate who works for a Sysco competitor and we often talk about our work. There is a new technology platform Sysco is developing to better facilitate vendor payments and his company is doing something similar. Can I discuss this with my roommate?
- A:** *No. You have an obligation to protect Sysco's assets, including confidential and proprietary information as well as Sysco's intellectual property. Sharing this type of information is inappropriate and could also damage our business and the business of our customers, suppliers and/or vendors.*

Any intellectual property you generate or provide for the benefit of the company, while you are employed by Sysco, is the property of Sysco.

Use Company Assets Responsibly

Email, Internet and IT Systems

You are expected to use company email, internet and IT systems responsibly and to exercise good judgment and integrity when creating and sending work product, emails and voicemails.

You are prohibited from using information systems in any way that involves illegal, sexually explicit, discriminatory or otherwise inappropriate material.

Limited personal use of company assets is usually acceptable as long as it does not compromise Sysco's interests, adversely affect job performance or violate any company policy. Sysco reserves the right to monitor associates' use of our information systems.



guestsupply
a Sysco company

Make sure that your usernames and passwords are secure and do not share your usernames and/or passwords with anyone.



Always be vigilant against cyber attacks and phishing scams. Use extreme caution when opening email attachments or links from unknown or suspicious senders.

Q&A

Q: Is it a misuse of Sysco's assets to call my dentist's office to set up an appointment?

A: *No. You should use a common sense approach. For example, the occasional personal phone call or email from your workplace is acceptable. Excessive personal calls, email or excessive personal use of Sysco's computers is a misuse of Sysco's assets and a violation of the Code.*

Strictly avoid leaving laptops or other mobile devices unattended while travelling. If absolutely unavoidable, ensure that the device is in a locked area and is not in plain

sight. Never leave your Sysco devices in a visible or easily accessible area of your vehicle.

Be sure to immediately report any data breaches, malware, cyber attacks or theft of company property to the Helpdesk.

Social Media Activities

We recognize associates' rights to use social media (i.e., personal websites or blogs, Facebook, Twitter, chat rooms, etc.) and we are also committed to ensuring that communications about Sysco are accurate, maintain our identity, integrity and reputation. When you use social media you should be clear that you do not speak on behalf of the company. You should always:

- State that the opinions are yours alone and not the company's; and
- Ensure that you do not disclose confidential information about Sysco, our customers, suppliers or business partners; and



- Refrain from using any Sysco or third-party logos or trademarks without prior permission; and
- Ensure that you do not engage in discriminatory or harassing activities that would violate Sysco's policies and that would be impermissible under the law if expressed in any other form or forum.

Manage Our Company Records Properly

Document Retention

Business records must be maintained and/or destroyed in accordance with all legal and regulatory requirements as well as any applicable company policy.

Legal Holds

A legal hold can happen under special circumstances, such as litigation or a government investigation. If you are asked by the Legal Department to retain and preserve

certain records relevant to litigation, an audit or investigation, you are required to do so until the Legal Department tells you that retention is no longer necessary.

Business records must be maintained and/or destroyed in accordance with all legal and regulatory requirements as well as any applicable company policy.

You are required to retain and preserve these records even though they might otherwise be destroyed under company policy. If you have questions or are unsure of whether a business record should be kept under a legal hold, contact the Legal Department before disposing of it.





Our Commitment



Our Community

We seek to be good corporate citizens in the communities where we live and operate. We work together with governments and communities to contribute to sustainable growth, create jobs and invest in people.

Political Activities

You should be free to participate in lawful political activity in a personal manner as you see fit. However, you are prohibited from using company funds, property or resources to support any political party, cause or candidate, or encouraging fellow associates, suppliers and customers to do the same.

Payments made with Sysco funds to any foreign officials, political candidates or political parties outside the U.S. are strictly prohibited.

Sysco created the “Sysco Corporation Good Government Committee,” also known as Sysco PAC, to support federal and certain state candidates. Sysco PAC is funded through voluntary contributions by eligible Sysco employees. The activities

of Sysco PAC are governed separately by a Board of Directors and comply with all U.S. federal and state election laws.

Public Relations

As a publicly-traded company, Sysco has a responsibility to maintain an orderly flow of information to the general public and to our investors. Our dealings with these stakeholders must be properly managed to make certain that accurate and timely information is provided.

Public statements given on behalf of Sysco must be accurate, fair and provided only by an authorized company spokesperson.

The company strives to anticipate and manage crisis situations in order to reduce disruption to our associates and to maintain our reputation. To best serve these objectives, the company will respond to the news media and/or the investment community in a timely and professional manner only through designated spokespersons.



Public statements given on behalf of Sysco must be accurate, fair and provided only by an authorized company spokesperson. Unless explicitly identified as a company spokesperson, you are not authorized to speak on behalf of the company. If you are

ever asked to discuss company business with any outside party, including but not limited to, members of the press, journalists, financial analysts or investors, please direct them to the Communications Department.





In Closing



Speaking Up

We expect every associate to be guided by both the letter and the spirit of the Code. When faced with an ethical dilemma, you

have resources available to you. Sysco's legacy and our position as leader in the industry is critically dependent upon your ability to deliver – *Excellence with Integrity!*



Reference Guide

Voicing Concerns

Use the guide below to determine a course of action for different types of issues that might arise.

For matters involving:	Contact:
<p>Any violation of the Code of Conduct, company policy, laws or regulations relating to Sysco's business</p> <p>Questions and concerns regarding accounting, internal accounting controls or auditing matters can also be submitted – confidentially or anonymously – to the Audit Committee of The Board of Directors</p>	<p>The Ethics Line: Toll Free: 877.777.4020</p> <p>Online: ethicsline.sysco.com</p> <p>Regular Mail: Ethics and Compliance Office 1390 Enclave Parkway Houston, Texas 77077</p> <p>Audit Committee Chairman c/o General Counsel Sysco Corporation 1390 Enclave Parkway Houston, Texas 77077</p>
<p>Requests by external agencies to participate in an investigation</p>	<p>Supervisor and the Legal Department</p>
<p>Requests for comments from external parties (i.e., media, investors, etc.)</p>	<p>Communications and Investor Relations Department</p>
<p>Conflicts of Interest Disclosures</p>	<p>Ethics and Compliance Office (ECO) Site (via The Dish, our company intranet)</p>
<p>Safety Issues</p>	<p>Supervisor, Health and Safety Department and/or Security Department</p>



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