GOVERNANCE AND INTEGRITY

OUR COMPANY IS LED BY A BOARD OF ENGAGED, EXPERT DIRECTORS

MPC's directors operate under a corporate governance framework that promotes accountability and is transparent to investors and others who have a stake in our company.*

MPC's board of directors currently consists of 10 members, although throughout 2014 there were 12 members; two retired in April 2015. All of MPC's board members bring strategic acumen and broad business experience to their roles. Most of our directors are current or former chief executives from a variety of industries, and all but one are independent of MPC; the exception is Gary R. Heminger, MPC's president and chief executive officer.

As part of the board's duties, it meets regularly in executive session without MPC's chief executive officer present. Board members also meet in separate sessions of its three committees, which have specialized areas of responsibility. The members of these committees are only independent board members. The committees include:

- **Audit**
- **Compensation**
- **Corporate Governance and Nominating**

MPC's Corporate Governance Principles govern the board of directors. These principles – available on our corporate website – are designed to ensure that MPC operates in the best interest of its owners – individual investors, mutual funds, pension funds, endowment funds and others who own MPC stock.

The principles also are designed to encourage an actively engaged board with a stake in MPC's long-term success. For example, each of the non-employee directors, including the chairman of the board, is expected to hold three times the value of his or her annual cash retainer in MPC common stock per the governance principles. Director attendance averaged 98 percent of all board and committee meetings in 2014.

**We publish relevant information and documents on our website. For more information, please visit http://www.marathonpetroleum.com/Investor_Center/Corporate_Governance/*

Thomas J. Usher, MPC's chairman of the board of directors, listens to a shareholder during the company's Annual Meeting of Shareholders in April 2015.

MPC's Business Integrity and Compliance team: Left to right, Brianna Patterson, Gene Farmer, Carole Gauss and Heidi Kiffmeyer

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INTEGRITY HAS BEEN OUR FOUNDATION SINCE 1887

For more than 125 years, MPC has been providing energy. During that time, we have adapted to dramatic shifts in technology, energy supplies, geopolitics, demographics and what society expects of us. There are very few facets of our company that remain unchanged by these developments. The values of trust, respect, dignity and honesty are among those constants.

Those values are part of our culture, entrenched in our daily work. Gene Farmer, manager of MPC's Business Integrity and Compliance (BI&C) office, says there are two broad areas of BI&C focus. "First, we want to make sure our values are at the forefront of every decision we make," he says. "And second, because we know our employees want to do the right thing, we make sure they understand we have a 'speak up' culture that empowers them to ask questions and to report potential misconduct."

While employees are encouraged to seek guidance from their supervisors, MPC maintains and actively promotes a helpline for employees and third parties to anonymously ask questions and report allegations of unethical or illegal conduct. "We encourage a 'speak-up' culture through regular communication with employees about matters of ethics and compliance," says Farmer.

And the effort has been consistently yielding results. For several years, the number of BI&C cases increased, indicating that communications efforts were enhancing awareness. After a peak of 367 cases in 2013, the number dropped to 336 in 2014.

The emphasis on ethics and integrity isn't limited to the BI&C office; it includes all employees, top to bottom. "A reputation for integrity is one of the most important assets any individual or company can possess," says Gary R. Heminger, president and CEO. "Generations of employees before us have helped build our good reputation, but all their efforts can be ruined by a single unethical or thoughtless act. That's why it is vital that each and every one of us makes a personal commitment to behave with uncompromising integrity."