

# **MARATHON PETROLEUM CORPORATION**

## **Corporate Governance and Nominating Committee Charter**

(Amended and Restated effective January 26, 2019)

### **Statement of Purpose**

The Corporate Governance and Nominating Committee (the “Committee”) is a principal standing committee of the Board of Directors of Marathon Petroleum Corporation (the “Company”). The purpose of the Committee is to fulfill the responsibilities of the Board of Directors of the Company (the “Board”) to develop and recommend to the Board corporate governance principles applicable to the Company (the “Corporate Governance Principles”), to identify individuals qualified to become Board members based on the qualifications set forth in the Corporate Governance Principles, to recommend to the Board the director nominees for annual meetings of stockholders, to oversee the evaluation of the Board and management of the Company and to review the qualifications and make-up of the Board membership.

### **Authority**

The Committee shall have the authority and responsibility to engage and terminate any outside consultants to assist in discharging its responsibilities hereunder including, without limitation, the sole authority to retain and terminate any search firm to identify director candidates, including the sole authority to approve the search firm’s fees and other retention terms. The Committee shall have full access to any relevant records of the Company and may also request that any officer or other employee of the Company, the Company’s outside counsel, inside counsel or any other person meet with any members of, or consultants to, the Committee.

The Committee shall have and may exercise all the powers of the Board, except as may be prohibited by law, rule or regulation with respect to all matters encompassed by this charter. The Committee shall have the authority to engage independent counsel or other advisors, as it determines necessary to carry out its duties.

### **Membership**

This Committee shall be comprised of not less than three nor more than seven members. Each member shall be a member of the Board and shall be independent and qualified under standards established by applicable law, stock exchange listing standards and the Corporate Governance Principles. Except in any such member’s capacity as a member of the Committee, the Board, any other Board committee or the Board of Directors of MPLX GP LLC or another affiliate of the Company, no member shall accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof, or be an affiliated person of the Company or any subsidiary thereof.

The members of the Committee shall be appointed by the Board, and shall serve until their successors are duly elected and qualified, or until their earlier death, resignation or

removal. The Board shall have the authority at any time to remove one or more members of the Committee. The Chair of the Committee shall be designated by the Board. If the Board should fail to elect a Chair of the Committee, or should the Chair of the Committee be absent or unavailable, the members of the Committee may designate an acting Chair of the Committee by majority vote of the Committee membership.

### **Meetings**

The Committee will meet at least four times each year, with authority to convene additional meetings as circumstances require. The Chair of the Committee or a majority of the Committee members may call a meeting of the Committee at any time. All Committee members are expected to attend each meeting, in person or via teleconference. Meeting agendas will be prepared by or under supervision of the Chair of the Committee and provided in advance to members, along with appropriate briefing materials. Any Committee member may submit items to be included on the agenda. The Chair of the Committee will supervise the conduct of the meetings and will have other responsibilities as the Committee may specify from time to time. Minutes of each meeting shall be prepared. If requested by any member of the Committee, time shall be allotted for an executive session of Committee members only and any officer or other employee of the Company or outside advisors the Committee may invite.

### **Quorum**

A majority of the total number of Committee members then in office shall constitute a quorum for the transaction of business at any meeting. All matters shall be decided by the affirmative vote of a majority of the Committee membership present in person or via teleconference at a meeting duly called and held, unless a greater number is required by applicable law, rule or regulation.

### **Responsibilities**

The following shall be the principal responsibilities of the Committee:

1. *Director Selection and Board Criteria.* The Committee shall periodically review and make recommendations to the Board concerning the appropriate size and composition of the Board, including (i) candidates for election or re-election as directors, (ii) the criteria to be used for the selection of candidates for election or re-election as directors, (iii) the appropriate skills and characteristics required of Board members in the context of the current composition of the Board, (iv) the composition and functions of the Board Committees, and (v) all matters relating to the development and effective functioning of the Board.
2. *Director Recruitment.* The Committee shall consider (in consultation with the Company's Chairman of the Board and the Chief Executive Officer) and recruit candidates to fill positions on the Board, including as a result of the removal, resignation or retirement of any director, an increase in the size of the Board or otherwise. The Committee shall also consider nominees nominated by stockholders for election as directors as set forth in the Company's bylaws. The Committee shall further conduct, subject to applicable law, any and all inquiries

- into the background and qualifications of any candidate for the Board and such candidate's compliance with the independence and other qualification requirements established by the Committee and the Corporate Governance Principles. At least one member of the Committee, the Chairman of the Board and the Chief Executive Officer shall meet with any potential director candidate. The Committee shall extend any offers to become a candidate to the Board in accordance with the process set forth in the Corporate Governance Principles.
3. Director Compensation. The Committee shall make recommendations to the Board concerning non-management director compensation in line with the guidelines established in the Corporate Governance Principles.
  4. Advice on Committee Membership and Operations. The Committee shall review on an annual basis and make recommendations to the Board, based on the qualifications set forth in the Corporate Governance Principles, concerning each Board committee's membership and committee chairs including, without limitation, a determination of whether one or more Audit Committee members qualifies as an "audit committee financial expert" as defined by the rules of the Securities and Exchange Commission. The Committee shall further advise the Board with respect to charters, structure and operations of the various committees of the Board and qualifications for membership thereon, including policies for removal of members and rotation of members among other committees of the Board.
  5. Consideration of Term Limits. The Committee shall review the desirability of term limits for directors and recommend to the Board policies in this regard from time to time.
  6. Governance Guidelines. The Committee shall assess and make recommendations concerning overall corporate governance including, without limitation, proposed changes to the Corporate Governance Principles and other policies or guidelines, to the extent specific matters are not the assigned responsibility of other Board committees.
  7. Evaluation of Board. The Committee shall establish the process for evaluation of the Board and oversee the process.
  8. Evaluation of Board Committees. The Committee shall instruct all committees of the Board to perform an annual self-evaluation consistent with each committee's charter and ensure such self-evaluations are conducted. However, it shall be the responsibility of each committee of the Board to actually perform the self-evaluation.
  9. Evaluation of Management. The Committee shall ensure the existence of a process for the evaluation of management, which may rely on the Compensation Committee of the Board.

10. Relationships with Stockholders. The Committee shall review matters bearing on the relationships between management and present or potential stockholders with emphasis on policy and major programs affecting ownership of the Company.
11. Review of Legislative and Regulatory Issues. The Committee shall periodically review legislative and regulatory issues affecting the Company's corporate governance.
12. Review of Political Contributions, Lobbying Expenditures and Payments to Certain Trade Associations. The Committee shall review on a semi-annual basis contributions made by the Company to political candidates, committees or parties and shall review on an annual basis lobbying expenditures, payments of \$50,000 or more made to trade associations that engage in lobbying activities and the Company's political engagement policy statement for disclosure on the Company's website.
13. Review and Approve Codes of Conduct and Corporate Policies. The Committee shall review and approve (or recommend) codes of conduct and corporate policies applicable to directors, officers and employees of the Company and its subsidiaries.
14. Review of Position Statement on Stockholder Rights Plans. The Committee shall review the Company's Position Statement on Stockholder Rights Plans at least on an annual basis and report to the Board with any recommendations related to the Position Statement on Stockholder Rights Plans or such stockholder rights plans.
15. Review Related Person Transactions. The Committee shall review and, if it deems appropriate, approve transactions involving the Company and related persons in accordance with the Company's Related Person Transactions Policy.
16. Stock Ownership by Directors. The Committee shall make any determinations with respect to the imposition of stock ownership requirements as applicable to directors.
17. Report to Board of Directors. The Committee shall make regular reports to the Board concerning its responsibilities.
18. Delegation. The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.
19. Other Delegated Responsibilities. The Committee shall also carry out such other duties as may be delegated to it by the Board from time to time.
20. Committee Performance Evaluation. The Committee shall develop criteria for evaluation of its performance consistent with the responsibilities set forth in this charter and evaluate its performance on an annual basis.
21. Review of Charter. The Committee shall assess and report to the Board, on an annual basis, regarding the adequacy of this charter.