

# **MARATHON PETROLEUM CORPORATION**

## **Sustainability and Public Policy Committee Charter**

(Effective April 28, 2021)

### **Statement of Purpose**

The Sustainability and Public Policy Committee (the “Committee”) is a standing committee of the Board of Directors of Marathon Petroleum Corporation (the “Company”). The purpose of the Committee is to assist the Board of Directors of the Company (the “Board”) in fulfilling its oversight responsibilities for sustainability, environmental, social and governance (“ESG”) topics and public policy matters. For purposes of this charter, the scope of oversight in these areas includes the Company’s health, environment, safety and security (“HES&S”) performance, climate risk, corporate responsibility, social impact, human rights and political engagement.

### **Authority**

The Committee shall have the authority and responsibility, in its sole discretion, to retain or obtain the advice of a consultant, outside legal counsel or other advisor (an “Advisor”), including the authority to approve the fees and other terms of engagement of any Advisor retained by the Committee to assist the Committee in the performance of its functions. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor retained by the Committee. The Company will provide appropriate funding, as determined by the Committee, for payment of the compensation of any Advisor engaged by the Committee. 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 of the Board. 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. *Company Policy and Program Oversight.* The Committee shall oversee the Company's framework for the development of policies and programs regarding sustainability, ESG and HES&S and periodically review the Company's performance thereunder.
2. *Reports and Publications.* The Committee shall review the Company's Climate-Related Scenarios Report and Sustainability Report.
3. *Political Engagement.* The Committee shall oversee the governance framework and budgets for the Company's contributions to political candidates, committees or parties, lobbying expenditures, and certain payments made to trade associations that engage in lobbying activities and shall review reports and disclosures regarding such contributions. The Committee shall also oversee the governance of any U.S. based political committee of the Company's employees.
4. *Public Policy Positions.* The Committee shall oversee the Company's framework for the development of public policy positions.
5. *Legislative and Regulatory Developments.* The Committee shall periodically review legislative and regulatory developments and trends pertaining to sustainability, ESG and public policy matters.

6. Stakeholder Engagement. The Committee shall oversee the Company's engagement with stakeholders on sustainability, ESG and public policy matters.
7. Collaboration with Other Board Committees. Certain matters may be so broad and impactful to the Company as to fall under the responsibility of more than one committee of the Board; in such cases, the Committee shall inform and collaborate with the Board's other committees as applicable to develop appropriate strategies to address such matters.
8. Report to Board of Directors. The Committee shall make regular reports to the Board concerning its responsibilities.
9. Delegation. The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.
10. 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.
11. 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.
12. Review of Charter. The Committee shall assess and report to the Board, on an annual basis, regarding the adequacy of this charter.