

## MPC has adopted Proxy Access

In recognition that proxy access has come to be viewed by many (though not all) of our shareholders as a good governance practice, our Board reviewed the published positions of our shareholders representing approximately 40% of our shareholder base. (Not all of our shareholders have made available their views on proxy access.) Informed by this process, on February 24, 2016, our Board amended the MPC Bylaws to provide for shareholder proxy access. MPC shareholders now have a more meaningful voice in nominating directors for election at MPC.

### MPC's Proxy Access Bylaw<sup>1</sup>:

- ✓ does allow shareholder(s) to submit director nominees for inclusion in the Company's proxy statement;
- ✓ does require a 3% ownership threshold;
- ✓ does limit to 20 the number of shareholders aggregating shares to comprise the 3% ownership threshold;
- ✓ does cap proxy access nominees at the greater of two individuals or 20% of the Board; and
- ✓ does explicitly allow loaned shares to count as "owned" shares if recallable.

### MPC's Proxy Access Bylaw<sup>1</sup>:

- ✗ does not prohibit re-nomination of failed nominees;
- ✗ does not impose MPC stock holding requirements beyond the annual meeting in question;
- ✗ does not prohibit the counting of loaned shares to meet the 3% ownership threshold so long as they are subject to recall (no actual recall action required);
- ✗ does not count individual funds within a family of funds as separate shareholders for purposes of the 20 shareholder aggregation limit;
- ✗ does not contain a delayed implementation mechanism; proxy access will be available for our 2017 Annual Meeting;
- ✗ does not prohibit third-party director compensation arrangements so long as disclosed; and
- ✗ does not impose qualification restrictions on proxy access nominees that are different than those imposed on Board nominees.

<sup>1</sup> The description of the material terms of the MPC proxy access bylaw provisions included within this summary is qualified in its entirety by reference to the MPC Bylaws, which are available on our website at <http://ir.marathonpetroleum.com> by selecting "Corporate Governance" and clicking on "Restated Certificate of Incorporation and Bylaws," "Bylaws of Marathon Petroleum Corporation."