



PRE-APPROVAL OF AUDIT, AUDIT-RELATED, TAX AND PERMISSIBLE NON-AUDIT SERVICES

GENERAL PURPOSE

To provide procedures for Marathon Petroleum Corporation (“MPC”) and its consolidated subsidiaries (the “MPC Group”) to comply with Section 202 of the Sarbanes-Oxley Act of 2002 regarding pre-approval of all audit, audit-related, tax and permissible non-audit services provided by MPC’s independent auditor.

POLICY STATEMENT

In accordance with Section 202 of the Sarbanes-Oxley Act of 2002, all audit, audit-related, tax and permissible non-audit services to be provided to the company by its independent auditor, except as noted under the de minimis exception established in this Policy, require prior approval by the Audit Committee of the MPC Board of Directors (the “Board”) before the commencement of such services. The following procedures will be followed for obtaining prior approval of all audit, audit-related, tax and permissible non-audit services. Appendices to this Policy describe the audit (Appendix A), audit-related (Appendix B), tax (Appendix C) and permissible non-audit (Appendix D) services that require prior approval by the Audit Committee.

Procedures

1. The Audit Committee may approve any audit, audit-related, tax and permissible non-audit services up to twelve months in advance of engagement for the respective services.
2. The Audit Committee may approve in advance services by specific categories pursuant to a forecasted budget.
3. In April of each year, the MPC Executive Vice President and Chief Financial Officer shall present a forecast of audit, audit-related, tax and permissible non-audit services for the year to the Audit Committee for approval in advance. Throughout the remainder of the year on an “as needed” basis, the MPC Executive Vice President and Chief Financial Officer shall, in coordination with the independent auditor, provide an updated budget of audit, audit-related, tax and permissible non-audit services to the Audit Committee.
4. **Audit Services**
 1. The annual audit services engagement terms and fees will be subject to the specific prior approval of the Audit Committee. The Audit Committee will approve in advance, if necessary, any changes in terms, conditions and fees resulting from changes in audit scope, company structure or other matters.
 2. The Audit Committee will consider and approve as a whole the audit services listed in Appendix A. All audit services not listed on Appendix A must be separately approved in advance by the Audit Committee.
5. **Audit-Related Services** are services reasonably related to the performance of the audit or review of the company’s financial statements and that are traditionally performed by the independent auditor. The Audit Committee believes that the performance of audit-related services does not impair the independence of the auditor and has expressly approved the audit-related services listed in Appendix B. All other audit-related services not listed on Appendix B must be separately approved in advance by the Audit Committee.



-
6. **Tax Services** include services such as tax compliance, tax planning and tax advice. The Audit Committee believes that the performance of tax services does not impair the independence of the auditor and shall pre-approve the tax services listed in Appendix C. All tax services not listed on Appendix C must be separately approved in advance by the Audit Committee.
 7. **Permissible Non-Audit Services** are all other services that are not prohibited services as set forth in Appendix E hereto. The Audit Committee believes that the performance of permissible non-audit services does not impair the independence of the auditor and shall pre-approve the services listed in Appendix D. All permissible non-audit services not listed on Appendix D must be separately approved in advance by the Audit Committee.
 8. **De Minimis Exception** - the requirement for prior approval of permissible non-audit services provided above is waived, provided the following criteria are satisfied as determined by the MPC Executive Vice President and Chief Financial Officer or the MPC Senior Vice President and Controller:
 - a. The aggregate amount of all such services provided to MPC constitutes not more than five percent of the total amount of consideration paid by MPC to the independent auditor during the fiscal year in which the permissible non-audit services are provided.
 - b. At the time of engagement with the independent auditor such services were not included by the company as non-audit services.
 - c. Such services are promptly brought to the attention of the Audit Committee and approved prior to the completion of the audit by the Audit Committee, or by one or more designated members of the Audit Committee to whom authority to grant such approvals has been delegated by the Audit Committee.

Notwithstanding this de minimis exception, it is the intent of the Audit Committee that it will approve in advance all non-audit services.

9. Delegation

- a. The Audit Committee may delegate to one or more designated members of the Audit Committee, the authority to grant approvals required herein. The decisions of any member to whom authority is delegated to pre-approve an activity hereunder shall be presented to the full Audit Committee at each of its scheduled meetings.
- b. Pursuant to the above authority, the Audit Committee has delegated pre-approval authority of up to \$500,000 to the Chair of the Audit Committee for unbudgeted items. The Chair shall report the items pre-approved under this delegation of authority at the next scheduled Audit Committee meeting.
- c. The Audit Committee has not delegated to the company's management any of its responsibilities to approve services performed by the independent auditor.

10. Supporting Documentation

When requested by the Audit Committee, the independent auditor shall provide detailed supporting documentation for each service provided hereunder.



POLICY APPLICATION

This Policy applies to MPC and those entities within the MPC Group that have adopted it. Further, the substance of this Policy, appropriately adapted for the conditions involved, is recommended for adoption by the MPC affiliate-operated joint venture entities.

POLICY ADMINISTRATION

The administration of this Policy is the responsibility of the MPC Executive Vice President and Chief Financial Officer.

POLICY REVIEW

This Policy shall be reviewed at least once every five years, or more frequently as stipulated by the approver, or when a significant change occurs, including any change in law, that impacts the content or substance of this Policy.

POLICY EXCEPTIONS

None

REFERENCES

None



Appendix A

Audit Services

The following audit services are subject to pre-approval by the Audit Committee.

- Financial Statement Audit – Statutory audits or financial audits for MPC, and subsidiaries and affiliates thereof.
- Regulatory Financial Filings – Services related to the Securities Act of 1933 and the Securities Exchange Act of 1934 filings (e.g., registration statements, and current and periodic reports), including issuance of comfort letters, review of documents, consents, and assistance in responding to SEC comment letters.
- Attest Services Required by Statute or Regulation – Attestation services required by statute or regulation including, without limitation, the report on MPC's internal controls as specified in Section 404 of the Sarbanes-Oxley Act of 2002.



Appendix B

Audit-Related Services

The following audit-related services are subject to pre-approval by the Audit Committee.

- Employee Benefit Plan Audits – Audit of pension and other employee benefit plans.
- Financial Due Diligence – Assistance in financial due diligence with respect to pre- and post-business combinations or acquisitions, including review of financial statements, financial data and records, and discussions with company or counter-party finance and accounting personnel regarding, among other things, purchase accounting issues.
- Application and General Control Reviews – Review of information technology and general controls related to specific applications, including overall general system controls, excluding those that are a part of the financial statement audit.
- Consultations Regarding GAAP – Consultations by the company’s management as to the accounting or disclosure treatment of transactions or events and/or the actual impact of final or proposed rules, standards or interpretations by the SEC, PCAOB, FASB, or other regulatory or standard setting bodies.
- Attestation – Attestation and agreed-upon procedures engagements.
- Other Audits – Wholly owned subsidiary or other related entity audits or audits of pools of assets not required by statute or regulation that are incremental to the audit of the consolidated financial statements.



Appendix C

Tax Services

The following tax services are subject to pre-approval by the Audit Committee.

- Federal and State Tax Compliance – Preparation and/or review of tax returns, including sales and use tax, excise tax, income tax, and property tax. Consultation regarding applicable handling of items for tax returns, required disclosures, elections, and filing positions available to the company.
- International Tax Compliance – Preparation and review of income and local tax returns. Consultation regarding appropriate handling of items on the returns, required disclosures, elections and filing positions available to the company. Preparation or review of U.S. filing requirements for foreign corporations.
- Federal and State Tax Consulting – Assistance with tax audits. Responding to requests from the Tax organization regarding technical interpretations, applicable laws and regulations, and tax accounting. Tax advice on mergers, acquisitions, and restructurings.
- International Tax Consulting – Assistance with tax examinations. Advice on various matters including foreign tax credit, foreign income tax, tax accounting, foreign earnings and profits, U.S. treatment of foreign subsidiary income, excise tax or equivalent taxes in each applicable jurisdiction. Tax advice on restructurings, mergers and acquisitions.
- Transfer Pricing – Advice and assistance with respect to transfer pricing matters, including preparation of reports used by the company to comply with taxing authority documentation requirements regarding inter-company pricing and assistance with tax exemptions.
- Customs and Duties – Compliance reviews and advice on compliance in the areas of tariffs and classification, origin, pricing, and documentation. Assistance with customs audits.
- Expatriate Tax Services – Preparation of individual income tax returns, advice on impact of changes in local tax laws and consequences of changes in compensation programs or practices.



Appendix D

Permissible Non-Audit Services

The following permissible non-audit services are subject to pre-approval by the Audit Committee.

- Assistance with preparation of statutory financial statements.
- Assistance with filing of statistical information with governmental agencies.
- Accounting research software license.



Appendix E

Prohibited Services

The independent auditor shall be prohibited from performing the following services for the MPC Group:

- Bookkeeping or other services related to the accounting records or financial statements of the company.
- Financial information systems design and implementation.
- Appraisal or valuation services, fairness opinions, or contribution-in-kind reports.
- Actuarial services
- Internal audit outsourcing services.
- Management functions or human resources functions.
- Broker or dealer, investment adviser, or investment banking services.
- Legal services and expert services unrelated to the audit.
- Any other service that is prohibited by applicable law or regulation or that the Audit Committee determines is impermissible.