

## **POSITION STATEMENT ON STOCKHOLDER RIGHTS PLANS**

The Corporation does not currently have a “stockholder rights plan” in place.

If the Marathon Petroleum Corporation Board of Directors adopts a stockholder rights plan, it will do so by action of the majority of its independent directors after careful deliberation and in the exercise of its fiduciary duties. The Board of Directors will seek prior stockholder approval of the plan unless, due to time constraints or other considerations, the Corporate Governance and Nominating Committee of the Board of Directors determines in its sole discretion that it would be in the best interest of the Corporation and its stockholders to adopt the rights plan without first obtaining stockholder approval.

If the Board of Directors adopts a rights plan without prior stockholder approval, the plan will expire on the first anniversary of its effective date unless prior to such time the plan has been ratified by a vote of the Corporation’s stockholders, which vote may exclude shares held by any potential acquiring stockholders.

At least once annually, the Corporate Governance and Nominating Committee of the Board of Directors will review this position statement and report to the Board of Directors any recommendations it may have in connection therewith.