

# **Murphy USA Inc.**

## **Nominating and Governance Committee Charter**

### **Purpose**

The Nominating and Governance Committee (“**Committee**”) is created by the board of directors (the “**Board**”) to recommend criteria for the selection of candidates to the Board, including the consideration of nominees submitted by stockholders, identify individuals qualified to become board members, recommend to the Board on or before the February meeting of each year a slate of directors for submission to the stockholders at the annual meeting, recommend nominees for vacancies or newly created directorships, recommend appointments to Board committees, make recommendations to the Board as to determinations of director independence, oversee evaluation of Board performance and to develop and recommend to the Board a set of corporate governance guidelines applicable to Murphy USA Inc. (the “**Company**”) and oversee compliance with such guidelines.

### **Committee Membership and Procedure**

The Committee shall consist of no fewer than two members, each of whom shall satisfy the independence requirements set forth in the Company’s categorical standards, which include all of the requirements of the New York Stock Exchange. The Committee, in consultation with the Chairman of the Board, shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Board shall appoint the members of the Committee annually. The Committee shall recommend to the Board, and the Board shall designate, the Chairman of the Committee and the chairmen of each other standing committee. To support each such recommendation, the Committee shall periodically coordinate with and receive input from the chairmen of each standing committee of the Board concerning succession planning issues at the Committee level. As vacancies arise, the Committee shall recommend to the Board, and the Board shall designate, the Chair of each standing committee of the Board, and the chairman of the board. Except as expressly provided in this Charter, the by-laws of the Company or the Corporate Governance Guidelines of the Company, the Committee shall fix its own rules of procedure.

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter.

### **Committee Authority and Responsibilities**

The Committee shall develop qualification criteria for Board members, and actively seek individuals qualified to become Board members for recommendation to the Board in accordance with the Corporate Governance Guidelines.

The Committee shall review and make recommendations as to the independence of each Board nominee in accordance with the Company’s Corporate Governance Guidelines.

The Committee shall periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience.

The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

The Committee shall recommend to the Board nominees for appointment to committees of the Board, consistent with each committee’s charter and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or New York Stock Exchange rules for Audit Committee, Executive Compensation Committee or other committee membership purposes.

At least annually, the Committee shall lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.

At least annually, the Committee shall review the evaluations prepared by each Board committee of such committee’s performance and consider any recommendations for proposed changes to the Board.

The Committee shall develop and recommend to the Board the Corporate Governance Guidelines of the Company,

review and reassess at least annually the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.

The Committee shall make regular reports to the Board.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval, and the Committee shall annually evaluate its own performance.

The Committee shall review potential conflicts of interest involving directors, including whether such director or directors may vote on any issue as to which there may be a conflict.

The Committee shall review, and if appropriate, approve related party transactions in accordance with the Company's Corporate Governance Guidelines and Code of Business Conduct and Ethics.

The Committee may form and delegate authority to subcommittees when appropriate.

The Committee shall be responsible for any tasks assigned to it in the Company's Corporate Governance Guidelines.

The Committee shall periodically review the Company's strategy, initiatives and policies on environmental, health and safety, corporate social responsibility, governance, sustainability and related matters significant to the Company.