

CVR ENERGY, INC.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

(Adopted Effective as of October 16, 2007 – last revised January 7, 2013)

I. PURPOSE AND ROLE

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of CVR Energy, Inc. (the “Company”) is to assist the Board in fulfilling its responsibilities with respect to the governance of the Company. These responsibilities include (a) recommending to the Board a set of Corporate Governance Guidelines, and as necessary or advisable, recommending periodic amendments thereto; and (b) establishing and overseeing the annual review of the Board’s performance.

This Nominating and Governance Committee charter (the “Charter”) has been approved by the Board and may be amended by the Board from time to time in compliance with applicable laws, rules and regulations, including the applicable rules of the Securities & Exchange Commission (the “SEC”) and the New York Stock Exchange (the “NYSE”).

II. COMPOSITION AND APPOINTMENT

The Committee will be comprised of three or more directors. Each director who serves on the Committee must satisfy the independence requirements of the NYSE for nominating committee members, subject to the exemptions and exceptions provided by such requirements.

Members of the Committee shall be appointed by the Board on an annual basis and serve for a term of one year, or until their successor is duly appointed and qualified. The Board shall designate, one member of the Committee as chairperson (the “Chairperson”). The Board may designate one or more directors as alternate members of the Committee, who may replace any absent or disqualified member at any meeting of the Committee. The members shall serve until their failure to qualify, resignation, or retirement, their removal by the Board or until their successors shall be duly appointed and qualified. A member of the Committee shall be deemed to have resigned from the Committee at such time that the member shall no longer be a director of the Company.

III. PROCEDURE AND MEETINGS

The Committee will meet as required to fulfill its responsibilities set forth in this Charter or the Company’s by-laws. The Chairperson or his or her designee shall set in advance of each meeting an agenda and preside over all meetings of the Committee. The Committee shall meet at least one time each year and at such other times as the Chairperson deems appropriate. A majority of the members of the Committee shall constitute a quorum. The vote of a majority of the members present at any meeting at which a quorum is present shall be the act of the Committee. The Committee may meet in person or telephonically. Any decision or

determination of the Committee in writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

The Committee shall establish its own rules of procedure, which shall be consistent with the Company's by-laws and this Charter. The Chairperson or a majority of the members of the Committee may call a special meeting of the Committee. At the discretion of the Committee, other members of the Board and any officer or employee of the Company may be invited to attend and participate in meetings of the Committee. The Committee shall have the authority to form, and delegate authority and responsibilities to, subcommittees when it deems appropriate. The Committee shall periodically review any such delegations and may revoke any such delegation at any time.

IV. PRINCIPAL RESPONSIBILITIES AND DUTIES

A. Corporate Governance Matters

1. The Committee is responsible for overseeing the Company's corporate governance policies. The Committee shall recommend to the Board a set of Corporate Governance Guidelines. The Committee shall, from time to time, as the Committee deems appropriate, but no less than once annually, review and assess the adequacy of the Company's Corporate Governance Guidelines and recommend to the Board any changes that the Committee considers appropriate.
2. The Committee shall oversee compliance with, and consider any requests for waivers under, the Company's Corporate Governance Guidelines and code of ethics and report on such compliance or waivers to the Board.
3. The Committee shall review any proposed changes to the Company's certificate of incorporation, by-laws and other documents affecting the rights of the Company's stockholders or otherwise affecting the Company's corporate governance, and shall make recommendations to the Board with respect to any such changes.
4. The Committee shall have the authority to direct and supervise investigations into any matter brought to its attention within the scope of its duties, including allegations of misconduct by directors or by committee members.
5. The Committee shall be responsible for providing orientation to new directors, and for periodically providing directors with continuing education based on new developments in governance issues, as brought before the Committee by management of the Company from time to time.

B. Board Evaluations

1. The Committee shall prepare a form of assessment of the Board and each committee of the Board (as required by applicable law or the charters of

such committee). The assessment shall generally review the contributions to the Company of the Board and each committee, whether the Board and each committee has complied with the Company's Corporate Governance Guidelines, and the areas in which the Board and its committees could improve.

2. The Committee shall establish an appropriate process for, and oversee implementation of, the Board self-assessment and committee self-assessments.

C. Consideration of Stockholder Proposals

The Committee will review and make recommendation to the Board with respect to any proposal properly presented by a stockholder for inclusion in the Company's annual proxy statement. The Committee may, as appropriate in light of the subject matter of the proposal, refer any such proposal to any other committee of the Board for purposes of such review and recommendation.

V. RESOURCES

The Committee shall have direct access to, and complete and open communications with, senior management and may obtain advice and assistance from internal legal, accounting, and other advisors to assist it. The Committee shall have authority to retain such consultants, outside counsel and other advisors as the Committee may deem necessary or appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms associated with the retention of any such firm or individual, which fees shall be paid by the Company. In determining whether to retain or terminate a provider of such services, the Committee may, in its discretion, obtain the input of senior management.

VI. RELIANCE ON OTHERS

Unless a committee member has knowledge that makes reliance unwarranted, each Committee member, in discharging his or her duties to the Company, may rely on information, opinions, reports, or statements, any of which may be written or oral, formal or informal, including financial statements, valuation reports, and other financial data, if prepared or presented by: (a) one or more officers or employees of the Company whom the Committee member believes in his or her reasonable business judgment and good faith to be reliable and competent in the matters presented; (b) compensation consultants, legal counsel, or other persons as to matters which the Committee member believes in his or her reasonable business judgment and good faith to be within the professional or expert competence of such person; or (c) another committee of the Board of which such Committee member is not a member if the Committee member believes in his or her reasonable business judgment and good faith that such committee merits confidence.

VII. ADEQUACY OF CHARTER

The Committee shall review and reassess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board for approval. To the extent required by the

rules of the SEC or the NYSE, a copy of this Charter will be attached to the Company's annual proxy statement at least once every three years and/or included on the Company's website.

VIII. MINUTES; REPORTS TO BOARD OF DIRECTORS

The Committee shall keep correct and complete minutes of its proceedings and the names and places of residence of its members.

The Committee will report regularly to the full Board with respect to its activities.

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