

# **Murphy USA Inc.**

## **Executive Committee Charter**

### **Purpose**

The Executive Committee (the “**Committee**”) is created by the board of directors (the “**Board**”) to exercise certain functions of the Board when the Board is not in session. It will also be in charge of all general administrative affairs of Murphy USA Inc. (the “**Company**”).

### **Committee Membership and Procedures**

The Committee shall have a chairman elected by the Board, and shall consist of such number of members as the Board in its discretion shall determine, in addition to the Chairman of the Board, who by virtue of his office shall be a member of the Committee. Unless otherwise ordered by the Board, each elected member of the Committee shall continue to be a member thereof until the expiration of his term of office as a director. The Board shall fill vacancies in the Committee by election from the directors.

The Committee shall fix its own rules of procedure and shall meet where and as provided by such rules or by resolution of the Board, but in every case the presence of at least three members of the Committee shall be necessary to constitute a quorum for the transaction of business.

In every case the affirmative vote of a majority of all of the members of the Committee present at the meeting shall be necessary for the adoption of any resolution.

### **Committee Authority and Responsibilities**

The Committee, subject to any limitations prescribed by the Board, shall have special charge of all general administrative affairs of the Company.

During the intervals between the meetings of the Board, the Committee shall have all the powers of the Board in the management of the business and affairs of the Company, including the power to authorize the seal of the Company to be affixed to all papers which require it, except that the Committee shall not have the power of the Board:

- (i) to fill vacancies in the Board,
- (ii) to amend the by-laws,
- (iii) to adopt a plan of merger or consolidation,
- (iv) to recommend to the stockholders the sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the property and assets of the Company otherwise than in the usual and regular course of its business,
- (v) to recommend to the stockholders a voluntary dissolution of the Company or a revocation thereof, or
- (vi) to exercise any of the responsibilities of the Audit Committee, the Executive Compensation Committee or the Nominating and Governance Committee.

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.