

ANDEAVOR

AUDIT COMMITTEE CHARTER

Adopted on May 4, 2018

PURPOSE

The Audit Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of Andeavor (the “Company”). The purpose of the Committee is to:

- Assist the Board in fulfilling its oversight responsibilities with respect to the:
 - The evaluation of the independent auditor’s qualifications, independence and performance,
 - Performance of the internal audit function,
 - Integrity of the Company’s financial statements and financial reporting process and the Company’s systems of internal accounting and financial controls,
 - Annual independent audit of the Company’s financial statements, and the Company’s compliance with legal and regulatory requirements, and
- Oversee the preparation of the Audit Committee Report required by the Securities and Exchange Commission (“SEC”) rules and regulations to be included in the Company’s annual proxy statement.

MEMBERSHIP

- The Committee will be composed of no fewer than three members of the Board, each of whom is determined by the Board to be “independent” under the rules of the New York Stock Exchange (“NYSE”) for directors and audit committee members.
- No member of the Committee may simultaneously serve on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively

serve on the Committee and such determination is disclosed in the Company's annual proxy statement.

- The Chair and members of the Committee will be recommended by the Governance Committee and appointed by the Board and shall serve until their successors are duly elected and qualified, or until their earlier death, resignation or removal.
- Each member of the Committee must be financially literate, as determined by the Board.
- At least one member of the Committee must be an "audit committee financial expert," as determined by the Board in accordance with applicable SEC rules.

MEETINGS

- The Committee will meet as often as the members shall determine to be necessary or appropriate, but at least quarterly.
- The Chair of the Committee or a majority of the Committee members may call a meeting of the Committee at any time.
- The presence of a majority of the Committee members will constitute a quorum for the transaction of business.
- Meeting agendas will be prepared by or under the supervision of the Chair of the Committee, taking into consideration input from other members of the Committee, and provided in advance to members, along with appropriate briefing materials. Any Committee member may submit items for consideration to be included on the agenda.
- The Chair of the Committee will supervise the conduct of the meetings and will have other responsibilities as the Committee may specify from time to time. Should the Chair of the Committee be absent or unavailable, the members of the Committee may designate an Acting Chair of the Committee by majority vote of the Committee membership.
- The Committee will determine its own rules of procedure, consistent with the Company's Amended and Restated Bylaws, Corporate Governance Guidelines, and the rules of the NYSE and applicable regulations.

- The Committee will have the authority to request any officer, employee or advisor of the Company to attend meetings of the Committee or to meet with any advisors engaged by the Committee.
- Minutes of each Committee meeting will be prepared and the Chair of the Committee will report regularly to the Board regarding such meetings.

AUTHORITY

- The Committee will have the authority, in its sole discretion, to retain or obtain the advice of a consultant, outside legal counsel or other advisor (an “Advisor”), including the authority to approve the fees and other terms of engagement of any Advisor retained by the Committee, to assist the Committee, in the full performance of its functions.
 - The Committee may retain these Advisors without seeking Board approval.
 - The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such Advisor retained by the Committee.
 - The Company will provide appropriate funding, as determined by the Committee, for payment of the compensation of the independent auditor and any other Advisor engaged by the Committee and for payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Committee’s duties.
 - The Committee may delegate its duties and responsibilities to the Chair of the Committee or one or more subcommittees, consisting of not less than two members of the Committee, as it deems appropriate. However, the Chair of the Committee and any subcommittees shall not have the authority to engage Advisors unless expressly granted such authority by the Committee. Each subcommittee shall keep minutes of meetings and report them to the Committee.

RESPONSIBILITIES

Although the Committee has the responsibilities set forth in this charter, it is not the responsibility of the Committee to plan or conduct audits or to determine that the Company’s financial statements and disclosure are complete and accurate and are in accordance with generally accepted accounting principles (“GAAP”) and applicable laws,

rules and regulations. These are the responsibilities of management, the internal auditor, or the independent auditor.

In fulfilling their responsibilities hereunder, it is recognized that the members of the Committee are not employees of the Company. As such it is not the duty or responsibility of the Committee or its members to conduct “field work” or other types of auditing or accounting reviews or procedures or to meet auditor independence standards. Absent actual knowledge to the contrary (which shall be promptly reported to the Board), each member of the Committee shall be entitled to rely on (a) the integrity of those persons and organizations within and independent from the Company from which the Committee receives information and (b) the accuracy of the financial and other information provided to the Committee by such persons or organizations.

The following shall be the principal duties and responsibilities of the Committee:

Financial Statements and Disclosure Matters

1. Oversee and review corporate practices with respect to earnings press releases and financial information and earnings guidance provided to analysts and ratings agencies, including the use of pro forma or non-GAAP information. The Committee will specifically oversee and review such releases, information and guidance related to matters not previously disclosed in, or otherwise consistent with, the Company’s quarterly earnings releases or annual and quarterly filings with the SEC, such as the Company’s updated multi-year strategy and significant acquisitions, divestitures and capital projects that have not been previously disclosed.
2. Meet to review and discuss with management and the independent auditor the annual audited financial statements and the quarterly financial statements of the Company (including the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations”), and make its recommendation to the Board as to the inclusion of the Company’s audited financial statements in Company’s Annual Report on Form 10-K.
3. Meet to review and discuss with the independent auditor the matters required to be discussed under Auditing Standard No. 16, as adopted by the Public Company Accounting Oversight Board (the “PCAOB”) and amended from time to time, including meetings with management and the independent auditor to discuss the following:

- a. Major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and deficiencies;
 - b. Any analyses prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative treatments of financial information within GAAP on the Company's financial statements; and
 - c. The effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
4. Review and discuss with management and the independent auditor the Company's internal controls report and the independent auditor's report prior to the filing of the Company's Form 10-K.
 5. Review disclosures made to the Committee by the Company's management during their certification process for the Form 10-K and Form 10-Q regarding any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.
 6. Oversee preparation of the report required by SEC rules and regulations to be included in the Company's proxy statement.

Independent Auditor Matters

7. Maintain direct responsibility for the appointment, compensation, retention and oversight of the independent auditor (including the resolution of any disagreements between the Company's management and the independent auditor regarding financial reporting), and have the independent auditor report directly to the Committee.
8. Pre-approve all audit and permissible non-audit services to be provided by the independent auditor. The Committee may delegate to one or more of its members the authority to grant pre-approvals required by this subsection, and the decisions of the member to whom this authority is delegated shall be presented to the Committee at its next scheduled meeting.

9. At least annually, obtain and review a report prepared by the independent auditor describing:
 - a. The independent auditor's internal quality-control procedures; and
 - b. Any material issues raised by the most recent internal quality-control review, or peer review, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues.
10. Discuss with the independent auditor its independence from the Company, and consistent with the rules of the PCAOB, obtain and review a report prepared by the independent auditor describing any relationships between the independent auditor, and the Company or individuals in financial reporting oversight roles at the Company, that may reasonably be thought to bear on the independent auditor's independence.
11. Review with the independent auditor any problems or difficulties the independent auditor may have encountered during the course of the audit work, including any restrictions on the scope of activities or access to required information, any significant disagreements with management and management's responses to such matters.
12. Oversee the independent auditor's compliance with legal requirements to regularly rotate the lead audit partner.
13. Establish, review and approve hiring policies for employees and former employees of the Company's independent auditor.
14. Discuss with the independent auditor relevant related party transactions, to the extent required by applicable auditing standards.

Internal Audit Matters

15. Annually review the internal audit function's independence and authority of its reporting obligations, approve the internal audit plans for the coming year, and review the coordination of such plans with the independent auditor.
16. Oversee the structuring of the internal audit function in a manner that permits the internal audit staff to have full and unrestricted access to the Board, the

Committee, management and the Company records, personnel and physical properties relevant to the fulfillment of its duties.

17. Discuss significant issues reported to management by the internal audit function and management's response to such issues.
18. Discuss and concur in advance with the appointment, replacement or dismissal of the senior officer of the Company or its subsidiaries most directly responsible for the internal audit function of the Company.
19. Evaluate annually the performance of the senior officer of the Company or its subsidiaries most directly responsible for the internal audit function of the Company, and provide input to the Compensation Committee or the Chief Financial Officer of the Company, as appropriate, regarding such performance.

Disclosure and Internal Control Matters

20. Receive reports from management regarding, and review and discuss the adequacy and effectiveness of, the Company's disclosure controls and procedures.
21. Review with independent auditors, internal auditors, and appropriate financial and accounting personnel:
 - a. The adequacy and effectiveness of the Company's internal controls over financial reporting, including computerized information system controls and security (and excluding those associated with the operation of physical refining and logistics assets);
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls; and
 - c. Whether there were significant changes in internal controls over financial reporting or in other factors that could significantly affect such internal controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Risk Management and Compliance

22. Discuss with management the Company's guidelines and policies that govern the process by which risk assessment and risk management are handled.
23. Review with management the Company's major financial risk exposures and the actions management has taken to monitor and control such exposures, including, without limitation, hedging of commodity risk.
24. At least annually, review and approve on behalf of the Company and its applicable subsidiaries, the Company's decision to enter into any swaps that are exempt from exchange-execution and clearing under "end-user exception" regulations established by the Commodity Futures Trading Commission, and review and discuss with management applicable Company policies governing the Company's use of swaps subject to the end-user exception.
25. Oversee the Company's compliance program with respect to legal and regulatory requirements, including the Company's Codes of Business Conduct, and at least annually meet to review the implementation and effectiveness of the Company's compliance program with the Company's chief compliance officer.
26. Establish and maintain procedures for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal controls, auditing or federal securities law matters, and (b) the confidential and anonymous submission by employees of the Company of concerns regarding fraud, questionable accounting or auditing matters, and federal securities law matters. The Audit Committee will investigate any matter brought to its attention to the extent and in such manner as it considers appropriate (including confidential, anonymous submissions by employees of concerns regarding questionable accounting, auditing and federal securities law matters) with full access to all books, records, and personnel of the Company using special counsel or outside experts when necessary or appropriate.
27. Discuss with management and the independent auditors any correspondence with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the Company's financial statements, financial reporting process, accounting policies, or internal audit function.

28. Review with senior management the Company's information technology systems, processes and controls that relate to the financial reporting process or that are used in connection with the preparation of the Company's financial statements.
29. Review with senior management and internal audit the Company's overall anti-fraud programs and controls.

Additional Duties

30. Meet periodically in separate meetings with management, the internal auditors, and the independent auditor, and have such other direct and independent interaction with such persons from time to time as the Committee deems appropriate.
31. Review with the full Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors, or the performance of the internal audit function.
32. Review accounting and financial staffing within the Company as necessary.
33. Annually provide input (a) to the Compensation Committee and the Chief Executive Officer of the Company regarding the performance of the Company's Chief Financial Officer or, if no such officer exists, the senior officer of the Company most directly responsible for the financial functions of the Company and (b) to the Chief Financial Officer regarding the performance of the Company's Controller or, if no such officer exists, the senior officer of the Company or its subsidiaries most directly responsible for the accounting, financial reporting and internal controls functions of the Company.
34. Periodically review the Company's tax strategies and the implications of actual or pending tax law changes.
35. Discuss with the Company's General Counsel legal matters that may have a material impact on the Company.

ANNUAL EVALUATIONS

36. Annually evaluate the Committee's performance consistent with the responsibilities set forth in this Charter, and report its findings to the Board.
37. Assess and report to the Board, on an annual basis, regarding the adequacy of this charter.