

VALERO ENERGY CORPORATION

NOMINATING/GOVERNANCE AND PUBLIC POLICY COMMITTEE CHARTER

Article I. Purposes

The Nominating/Governance and Public Policy Committee of the Board of Directors of Valero Energy Corporation assists the Board in fulfilling its oversight responsibilities with respect to corporate governance; Board membership; public policy trends; social and political issues; health, safety and environmental matters; climate-related issues; and corporate responsibility, contributions and reputation management. The Committee's specific purposes are to:

- identify individuals qualified to become board members, consistent with criteria approved by the Board,
- select, or to recommend that the Board select, director nominees for the next annual meeting of stockholders and nominees to fill vacancies on the Board as they arise,
- develop and recommend a set of corporate governance principles applicable to the Company,
- assist the Board of Directors in identifying, evaluating, and monitoring public policy trends and social and political issues, including health, safety and environmental matters, that could impact the Company's business activities and performance,
- assist the Board of Directors in oversight of the Company's climate-related risks and opportunities,
- consider and make recommendations for the Company's strategies related to corporate responsibility, contributions, and reputation management.

Article II. Authority and Composition

1. The Committee shall be composed of at least three members of the Board, one of whom shall be designated by the Board as the Chair. Committee members are appointed by, and may be removed by, the Board.
2. Each member must meet the independence requirements of the New York Stock Exchange and meet any other standards as may be prescribed by applicable law.
3. The Committee has sole authority to select, direct, retain and/or replace, as needed, search firms used to identify director candidates and other outside advisors to provide independent advice to the Committee, including sole authority to approve the search firm's and advisors' fees and other retention terms. The Company will provide appropriate funding, as determined by the Committee, to compensate any counsel, advisor, or firm retained by the Committee

Article III. Duties and Responsibilities

The Committee shall be responsible for:

1. Proposing Board membership qualification standards and criteria for the selection of new directors.
2.
 - a. Identifying and recommending to the Board qualified individuals for Board membership.
 - b. Considering and recommending to the Board nominees to stand for election at the annual meeting of stockholders and nominees to fill vacancies on the Board as they arise.
3. Selecting, evaluating and recommending to the Board directors to serve on Board committees, including Chair, and nominees to fill vacancies as they arise, and to recommend to the Board the director to serve as Lead Director.
4. In accordance with the Company's corporate governance guidelines, periodically assess each director's ability to fulfill his or her responsibilities as a director in light of other board service.
5. In accordance with the Company's bylaws, evaluate and recommend to the Board whether to accept the resignation of a director who does not receive the majority vote required for election in uncontested director elections.
6. Evaluating the composition, size, and governance practices of the Board.
7. Developing and overseeing corporate governance guidelines and a code of conduct applicable to members of the Board and employees of the Company.
8. Monitoring the independence of Board members consistent with NYSE requirements and the Company's corporate governance guidelines. The Committee will present to the Board on an annual basis its determination as to (a) the independence of each director and director nominee under the independence standards established by NYSE and the Company's corporate governance guidelines, (b) the classification of each director and director nominee as an "independent," "non-employee," or "outside" director (as applicable) for purposes of committee assignments, and (c) whether the Audit Committee has an "audit committee financial expert" (as defined in Item 407(d)(5) of Regulation S-K).
9. Determining that each Board committee has an appropriate charter, and that each committee conducts an annual self-evaluation.
10. Reviewing and assessing the Company's and the Board's compliance with governance requirements of the NYSE, the Sarbanes-Oxley Act of 2002, other applicable laws, the Company's certificate of incorporation, bylaws, corporate governance guidelines, and codes of conduct.
11. Fulfilling the Committee's responsibilities set forth in the Company's Related Party Transactions Policy.

12. Developing and maintaining (i) an orientation program for new Board members, and (ii) a continuing education program for all Board members, which includes the following: (1) Valero will pay for one continuing education seminar, conference or workshop per year for each member of the board of directors to foster his or her education in matters pertaining to corporate governance or directors' responsibilities generally; and (2) Valero will pay for a director's membership in an organization such as the National Association of Corporate Directors in order to ensure receipt of regular newsletters and access to online information resources regarding corporate governance and other matters pertinent to serving as a board member.
13. Oversight of the evaluation of the Board and management, to include leadership of the Board's annual self-evaluation of its performance.
14. Assisting the Board of Directors in identifying, evaluating, and monitoring public policy trends and social and political issues, including health, safety and environmental matters, that could impact the Company's business activities and performance.
15. Reviewing and discussing with management, at least annually, the Company's strategy and performance in assessing and responding to climate-related risks and opportunities.
16. Considering and making recommendations for the Company's strategies related to corporate responsibility, contributions and reputation management.
17. Conducting an annual evaluation of the performance of the Committee and the adequacy of this Charter.

Article IV. Meetings and Reporting

1. A majority of the members of the Committee will constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee.
2. The Chair shall schedule and preside at all meetings of the Committee. In the absence of the Chair, the majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting.
3. The Committee may ask members of management, or others whose advice and counsel are relevant to the issues being considered by the Committee, to attend meetings of the Committee and to provide such pertinent information as the Committee may request.
4. The Chair of the Committee shall report to the Board following each Committee meeting and as otherwise requested by the Chairman of the Board.