

Policy on Vesting of Performance Shares upon Change of Control of Valero

RESOLVED, that the Board of Directors (“Board”) hereby approves the “Policy on Vesting of Performance Shares upon Change of Control” containing the following terms and conditions (the “Policy”), applicable to future grants of performance shares:

- Performance shares granted to participants in the Company’s equity incentive plans (“Participants”) will not vest automatically upon the date of a Change of Control (as defined in the applicable plan) of Valero Energy Corporation.
- In making awards of performance shares to Participants, the Compensation Committee of the Board may provide in the Company’s award agreements with Participants that if a Participant’s employment with Valero is terminated following a Change of Control of Valero, any unvested performance shares held by the Participant will vest on a partial, *pro rata* basis on the date of the Participant’s termination of employment, with such qualifications for an award as the Committee may determine.