

SUNOCO, INC.
Corporate Responsibility
Committee Charter

Authority

By resolution dated January 30, 1975, the Sunoco, Inc. Board of Directors established this Committee. This Charter was adopted on February 7, 2008.

Membership

The Committee shall consist of no fewer than three directors. Each member shall satisfy the independence standards of the New York Stock Exchange Listing Standards and the Company's Categorical Standards of Independence as set forth in the Company's Corporate Governance Guidelines. The Board shall appoint a Chairman and the members upon recommendation of the Governance Committee, and shall have the power to fill vacancies on the Committee. Additionally, the Board shall have the power to remove any member at any time with or without cause.

Purpose & Responsibilities

The Committee shall have oversight responsibility with regard to, and make recommendations, as appropriate, to the Board with respect to, the Company's:

1. internal policies, practices, positions and performance in the areas of: (a) health, environmental impact and safety, (b) equal employment opportunity and diversity, (c) government relations and (d) corporate philanthropy; and
2. external performance as a responsible corporate citizen, keeping the Board apprised of the integrity and propriety of the Company's positions with those individuals, organizations and institutions over which the Company does not have direct control, but whose influence or actions are important to the success of the Company (*e.g.*, shareholders, the communities in which the Company does business, the state, local and federal governments, special interest groups, and others).

Engagement of Experts and Advisors

The Committee shall engage outside experts and advisors, as it determines necessary to carry out its responsibilities, without the need for prior approval by the Board of Directors. The Company shall provide appropriate funding, as determined by the Committee, for payment of applicable fees and expenses of these parties.

Committee Evaluations

The Committee will conduct an annual self-evaluation and review the results of such evaluation with the Governance Committee and the Board.

Committee Meetings and Action

The following items shall govern Committee meetings and actions:

- A majority of the Committee members will be a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee.
- A written consent, executed by all of the members of the Committee, either before or after an action is taken, will be deemed an act of the Committee, and shall constitute the Committee's approval, authorization and ratification of such action. The fully executed consent shall be filed with the Corporate Secretary.
- The Chairman will report to the Board on Committee actions and on the fulfillment of the Committee's duties under its Charter.
- The CEO will appoint a senior executive to be the management liaison to the Committee.
- The Committee Secretary (who will be the Corporate Secretary) will keep minutes of all Committee meetings, which will be distributed to all Board members.
- The Committee will meet at least two times per year and at such other times as may be requested by its Chairman.
- The Committee Secretary will distribute a list of annual recurring events for review. The Committee Secretary and the management liaison, in consultation with the Committee Chairman, will prepare an agenda. All Committee members are free to make recommendations to the Chairman to include additional agenda items. Current events, or incidents, may be cause for changes, or additions, to the proposed agenda.
- The Chairman or any member of the Committee, may request more frequent review or special attention to any subject related to Committee responsibilities.
- The agenda and all materials to be reviewed at the meetings should be received by the Committee members as far in advance of the meeting day as practicable (which will normally be six calendar days).
- The Committee Secretary should coordinate all mailings to the Committee members, to the extent practicable.