

CORE-MARK HOLDING COMPANY, INC.

NOMINATING AND CORPORATE GOVERNANCE

COMMITTEE CHARTER

(as amended on October 15, 2015)

I. PURPOSES

The Nominating and Corporate Governance Committee (the “Committee”) of Core-Mark Holding Company, Inc. (the “Company”) shall assist the Board of Directors of the Company (the “Board”) in: (i) identifying, screening and reviewing individuals qualified to serve as directors and recommending to the Board candidates for nomination for election at the annual meeting of stockholders or to fill Board vacancies; (ii) overseeing the Company’s policies and procedures for the receipt of stockholder suggestions regarding Board composition and recommendations of candidates or nominations by the Board; (iii) developing, recommending to the Board and overseeing implementation of the Company’s corporate governance guidelines and principles; and (iv) reviewing on a regular basis the overall corporate governance of the Company and recommending improvements when necessary.

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of its purposes. The Committee has the power to retain outside counsel, director search and recruitment consultants or other advisors to assist it in carrying out its activities. The Company shall provide adequate resources to support the Committee’s activities, including compensation of the Committee’s counsel, consultants and other advisors. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate counsel, director search and recruitment consultants, and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of two or more members of the Board, each of whom the Board has selected and determined to be “independent” in accordance with applicable rules of the Securities and Exchange Commission and the Nasdaq Stock Market.

Members shall continue to be members until their successors as committee members are elected and qualified or until their earlier death, incapacity, resignation or removal. Any member may be removed by the Board, with or without cause, at any time. The Chairman of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs, except as otherwise provided by action of the Committee. In the absence of the Chairman at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

III. COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis at least four (4) times per year, or more frequently as circumstances dictate.

The Committee shall establish its own schedule and rules of procedure. Meetings of the Committee may be held by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and speak with each other. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee may also act by unanimous written consent of its members.

IV. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide for fulfilling the Committee's purpose, with the understanding that the Committee's activities may diverge from those described below as appropriate given the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time.

The Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee.

In such manner as the Committee determines is appropriate to fulfill its purposes, the Committee shall:

1. periodically review the size and composition of the Board and its committees, including whether the Board and its committees reflect the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity and other desired qualities, and recommend any changes (including the potential rotation of committee members) to the Board for its consideration;
2. recommend to the Board for approval, oversee the implementation and effectiveness of, recommend modifications as appropriate to, and review Company disclosures concerning, the Company's policies and procedures for identifying and reviewing nominee candidates for the Board, including (a) the process and criteria (including experience, qualifications, attributes, diversity or skills in light of the Company's business and structure) to be used to review and evaluate candidates for Board nomination (including policies and candidates recommended by stockholders); and (b) considerations of any policies with regard to diversity on the Board and how the Committee assesses the effectiveness of any such policy;
3. identify, screen, review and evaluate director candidates consistent with the criteria approved by the Board (including evaluation of incumbent directors for potential renomination); and recommend to the Board candidates for: (a) nomination for election or re-election by the stockholders at each annual meeting;

and (b) any Board vacancies that are to be filled by the Board subject to any rights regarding the selection of directors by holders of preferred shares and any other contractual or other commitments of the Company.

4. review Company disclosures concerning the specific experience, qualifications, attributes or skills that led to the conclusion that each director and nominee should serve as a director in light of the Company's business and structure;
5. assess the appropriateness of a director nominee who does not receive a "majority of votes cast" at an election of directors continuing to serve as a director and recommend to the Board the action to be taken with respect to any letter of resignation submitted by such director;
6. review annually the relationships between directors, the Company and members of management and recommend to the Board whether each director qualifies as "independent" under the Board's definition of "independence" and the applicable rules of the Nasdaq Stock Market;
7. (a) review the Board's leadership structure in light of the specific characteristics or circumstances of the Company and recommend any changes to the Board for approval; (b) review and discuss the effectiveness of the Board's risk oversight; and (c) review and approve Company disclosures relating to Board leadership;
8. assume a leadership role in providing to the Board and its committees guidance in evaluating their performance, including coordinating and overseeing the annual self-evaluation of the role and performance of the Board, its committees and management in the governance of the Company;
9. develop, recommend to the Board and oversee a succession plan for the successful continuation of the management of the Company, including following an unexpected death, incapacity, departure or other termination of a key officer's services;
10. review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate;
11. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
12. develop and recommend to the Board, oversee the implementation and effectiveness of, and recommend modifications as appropriate to, a set of Corporate Governance Guidelines and Principles;
13. review, with input from management, the Company's Cybersecurity Protocol annually and review at least four (4) times per year, or more frequently as circumstances dictate, the Company's cybersecurity incidents and security events reports;

14. design, with input from management, an appropriate orientation program for new directors and identify appropriate director development and continuing education opportunities;
15. report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests; and
16. maintain minutes or other records of Committee meetings and activities.