

CORE-MARK HOLDING COMPANY, INC.

AUDIT COMMITTEE CHARTER

(as amended on May 23, 2016)

I. PURPOSES

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Core-Mark Holding Company, Inc. (the “Company”) shall assist the Board in fulfilling its responsibility to oversee management regarding: (i) the conduct and integrity of the Company’s financial reporting to any governmental or regulatory body, stockholders, other users of Company financial reports and the public; (ii) the Company’s systems of internal control over financial reporting and disclosure controls and procedures; (iii) the qualifications, engagement, compensation, independence and performance of the registered public accounting firm that shall audit the annual financial statements of the Company (the “independent auditor”) and any other registered public accounting firm engaged to prepare or issue an audit report or to perform other audit, review or attest services for the Company, their conduct of the annual audit of the Company’s financial statements and any other audit, review or attestation engagement, and their engagement to provide any other services; (iv) the Company’s legal and regulatory compliance; (v) the application of the Company’s related person transaction policy as established by the Board; (vi) the application of the Company’s codes of business conduct and ethics as established by management and the Board; and (vii) the preparation of the audit committee report required to be included in the Company’s annual proxy statement by the rules of the Securities and Exchange Commission (“SEC”). All references in this charter to the Company are intended to refer also to any subsidiary of the Company and any “variable interest entity” whose results of operations are consolidated with those of the Company, except where the context otherwise requires.

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. In addition to retaining the Company’s independent auditor, the Committee has the power to retain outside counsel, other auditors 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 Company’s independent auditor and any counsel, other auditors and other advisors retained by the Committee. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate the Company’s independent auditor and any counsel, other auditors and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee.

The Committee shall encourage continuous improvement and foster adherence to the Company’s policies, procedures and practices at all levels. The Committee shall promote open communication among the independent auditor, financial and senior management, the internal audit function and the Board.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of three or more members of the Board, each of whom the Board has selected and determined to be “independent” for purposes of audit committee membership in accordance with applicable listing standards of the Nasdaq Stock Market, as in effect in accordance with the rules of the SEC. All members of the Committee shall meet the financial literacy requirements of the Nasdaq Stock Market and at least one member shall be an “audit committee financial expert” as such term is defined under applicable SEC rules. No member of the Committee may serve on the audit committee of more than three public companies, including the Company, unless the Board has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee. Such determination shall be disclosed in the annual proxy statement.

Committee members shall continue to be members as long as they remain directors and 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 times per year and additionally as circumstances dictate. The Committee shall meet at least quarterly with the internal auditor and the independent auditor in separate executive sessions to provide the opportunity for full and frank discussion without members of senior management present.

The Committee shall establish its own schedule of meetings. 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 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 shall otherwise establish its own rules of procedure. The Committee may also act by unanimous written consent of its members.

IV. KEY RESPONSIBILITIES

The Committee’s role is one of oversight, and it is not the responsibility of the Audit Committee to plan or conduct audits or to determine that the Company’s financial statements are complete and accurate and in compliance with applicable requirements. The Company’s management is responsible for preparing the Company’s financial statements and the independent auditors are responsible for auditing those financial statements. The Committee recognizes that Company management, including the internal audit staff, and the independent auditors have more time, knowledge and detailed information about the Company than do Committee members.

Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the independent auditor's work.

The following responsibilities are set forth as a guide to fulfilling the Committee's purposes, 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.

To fulfill its purposes, the Committee shall:

A. Supervise the Independent Audit

1. appoint (subject to such approval by stockholders as may be mandated in the Bylaws), evaluate (taking into account opinions of management and the internal auditors and including an evaluation of the lead audit partner(s)), compensate, oversee the work of, and if appropriate terminate the independent auditor, who shall report directly to the Committee;
2. discuss with management and the independent auditor, in connection with the annual engagement of the independent auditor, any discussion or correspondence between management and the independent auditor concerning significant issues pertaining to the application of accounting principles or auditing standards to the Company; determine the terms of the independent auditor's retention, engagement and scope of the annual audit (including the independent auditor's compensation); review the plan and scope of the audit and related matters; pre-approve any audit-related and permitted non-audit services (including the fees and terms thereof) to be provided by the independent auditor (with pre-approvals disclosed as appropriate in the Company's periodic public filings); and, in connection with pre-approval of any permissible tax services and services related to internal control over financial reporting, discuss with the independent auditor the potential effects of such services on the independence of the auditor;
3. on an annual basis: (i) review a formal written statement from the independent auditor delineating all relationships between the independent auditor and the Company, consistent with Public Company Accounting Oversight Board ("PCAOB") Rule 3526, "Communications with Audit Committees Concerning Independence" (as modified or supplemented), actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor and take appropriate action in

response to the independent auditor's report to satisfy itself of the auditor's independence; (ii) consider whether, in addition to assuring the regular rotation of the lead audit partner as required by law and such rotation of other audit team members as may be required, in the interest of assuring continuing independence of the independent auditor, the Company should regularly rotate its independent auditor; and (iii) set clear hiring policies for employees or former employees of the independent auditors;

4. at least annually, review a report by the independent auditor describing: (i) the firm's internal quality-control procedures and (ii) any material issues raised by the most recent internal quality-control review or peer review of the firm, or by any review, inquiry or investigation by governmental or professional authorities (including the PCAOB), within the preceding five years, regarding one or more independent audits carried out by the firm, and any steps taken to deal with any such issues;
5. review and discuss with management, the independent auditor and the internal auditor: (i) the annual audit findings and the results of interim reviews during the year, including the status of previous audit recommendations; (ii) any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise) and any other audit problems or difficulties encountered in the course of audit work, including any matters the independent auditor is required in accordance with applicable auditing standards to bring to the attention of the Committee; (iii) any restrictions on the scope of activities or access to required information; (iv) any changes required in the scope of the audit plan; (v) the audit budget and staffing; and (vi) the coordination of audit efforts in order to monitor completeness of coverage, reduction of redundant efforts, and the effective use of audit resources;
6. review and resolve any significant disputes between management and the independent auditor concerning financial reporting, or relating to any audit report or other audit, review or attest services provided by the independent auditor; and
7. assess whether the independent auditor is consistently demonstrating objectivity and skepticism in the performance of its work.

B. Oversee Attest Engagements of Other Registered Public Accounting Firms

1. appoint, evaluate, compensate, oversee the work of, and if appropriate terminate the appointment of any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services (including the resolution of any disagreements between management and the auditor regarding financial reporting), each of which firms shall report to the Committee,

and, if such firm is required to be independent of the Company in accordance with SEC rules, review a formal written statement from the independent auditor delineating all relationships between such firm and the Company and discuss with such firm any relationships or services that may impact the objectivity and independence of the firm, and take appropriate action to satisfy itself of such firm's independence, and approve any audit-related and permitted non-audit services (including the fees and material terms thereof) to be provided by any registered public accounting firm so engaged.

C. Oversee Internal Audit, Internal Controls & Risk Management

1. review and discuss with management and the independent auditor: (i) the adequacy of the Company's internal control over financial reporting and disclosure controls and procedures (including computerized information system disclosure controls and security), including (a) management's quarterly certification of the Company's disclosure controls and procedures and any reports of significant deficiencies and material weaknesses in internal control over financial reporting and actions taken to remedy any such weaknesses and any changes that have, or are reasonably likely to have, a material effect on internal control over financial reporting, (b) management's annual assessment of the Company's internal control over financial reporting, (c) the independent auditor's annual attestation report regarding management's annual assessment of the Company's internal control over financial reporting, and (d) whether the Company's internal control over financial reporting and disclosure controls and procedures are designed to provide reasonable assurance that transactions entered into by the Company are properly authorized, assets are safeguarded from unauthorized or improper use, and transactions by the Company are properly recorded and reported; (ii) any material weaknesses or significant deficiencies in the design or operation of the Company's internal control over financial reporting and disclosure controls and procedures that could adversely affect the Company's ability to record, process, summarize and report financial data; (iii) the responsibilities, budget and staffing of the internal audit function; (iv) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting and disclosure controls and procedures; and (v) related findings and recommendations of management;
2. review and discuss with management and the independent auditor any significant risks or exposures and assess the steps management has taken to minimize such risks; and review and discuss with management and the independent auditor the Company's policies with respect to, risk assessment and risk management;

3. establish and oversee procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and any other aspects of the Company's internal control over financial reporting, and the confidential, anonymous submission by employees of concerns regarding questionable accounting, financial reporting or auditing matters;
4. meet with the Company's tax director periodically to assess significant tax risks and exposures;
5. review and discuss with management the Company's pension and retirement plans and any risks and liabilities to the Company associated with such plans;
6. review and recommend the appointment, reassignment, replacement, compensation or dismissal of the Chief Financial Officer and head of internal audit; and
7. review and, as appropriate, discuss with management and/or the independent auditor: (i) the performance, independence and authority of the proposed audit plans and scope of the internal audit department, (ii) the internal audit organizational structure, (iii) the internal audit staff qualifications and (iv) the adequacy of the internal audit charter.

D. Oversee Financial Reporting

1. review and discuss with management and the independent auditor: (i) all critical accounting policies and practices used by the Company and the accounting treatment to be applied in respect of significant new transactions or other significant events not in the ordinary course of the Company's business; (ii) any significant changes in Company selection or application of accounting policies; (iii) any material alternative accounting treatments within GAAP that have been discussed with management, including the ramifications of the use of the alternative treatments and the treatment preferred by the accounting firm; and (iv) any accounting and financial reporting proposals that may have a significant impact on the Company's financial reports;
2. review and, as appropriate, discuss with management, the independent auditor and/or a member of the internal audit function: (i) any significant difficulties encountered in the course of audit work, including any restrictions on the scope of audit activities or on access to requested information; (ii) any special audit steps adopted by the independent auditor or the internal audit function in light of any material weakness in the Company's internal control over financial reporting; (iii) any material changes required in the scope of the audit plan; and (iv) the coordination

of the audit efforts of the independent auditor and the Company's internal audit function;

3. review and discuss with the independent auditor the matters required to be discussed with the independent auditor by: (i) Statement of Auditing Standards No. 114, including the auditor's responsibility under generally accepted auditing standards, the significant accounting policies used by the Company, accounting estimates used by the Company and the process used by management in formulating them, any consultation with other accountants and any major issues discussed with management prior to its retention; (ii) Statement of Auditing Standards No. 90, including whether Company accounting principles as applied are conservative, moderate, or aggressive from the perspective of income, asset, and liability recognition, and whether or not those principles reflect common or minority practices; and (iii) Statement of Auditing Standards No. 100, including the review of the interim financial information of the Company and any material modifications that need to be made to the interim financial information for it to conform with GAAP;
4. review and discuss with management and the independent auditor any material off-balance sheet financing, other material financial or non-financial arrangements that do not appear on the financial statements of the Company;
5. review and discuss with the independent auditor: (i) any communications between the audit team and the audit firm's national office respecting auditing or accounting issues presented by the engagement; and (ii) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the Company or any other material written communications between the accounting firm and management, such as any management letter or schedule of unadjusted differences;
6. review the Company's financial statements, including: (i) prior to public release, review and discuss with management and the independent auditor the Company's annual and quarterly financial statements to be filed with the SEC (including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and any certifications regarding the financial statements or the Company's internal control over financial reporting and disclosure controls and procedures filed with the SEC by the Company's senior executive and financial officers); and (ii) with respect to the independent auditor's annual audit report and attestation report with respect to internal control over financial reporting, prior to release of the annual audited financial statements, meet with the independent auditor without any management member present to discuss (a) the adequacy of the preparation of the Company's audited financial statements, the Company's system of internal control over financial reporting and the

audit procedures applied by the independent auditor, (b) the appropriateness of the accounting principles applied and the judgments, including estimates, made in the preparation of the Company's audited financial statements, and (c) the quality of the Company's financial reports; (iii) meet separately, periodically, with management, including the internal auditor (or other personnel responsible for the internal audit function) regarding such matters; (iv) recommend to the Board whether to include the audited annual financial statements in the Company's Annual Report on Form 10-K to be filed with the SEC; and (v) prior to submission to any governmental authority of any financial statements of the Company that differ from the financial statements filed by the Company with the SEC, reviewing such financial statements and any report, certification or opinion thereon provided by the independent auditor;

7. review and discuss with management any comments from the SEC relating to financial and accounting matters and the Company's responses;
8. discuss with management and the independent auditor, as appropriate, earnings press releases and financial information and earnings guidance (including the dissemination of financial information not involving the presentation of financial measures in accordance with generally accepted accounting principles) provided to analysts and to rating agencies; and
9. discuss with management the Company's finance function, including its budget, organization and quality of personnel.

E. Oversee Legal & Ethical Compliance

1. review periodically: (i) legal and regulatory matters that may have a material impact on the Company's financial statements including any material reserves for legal contingencies and any related financial statement disclosure; and (ii) the scope and effectiveness of the Company's legal and regulatory compliance policies and programs;
2. (i) review periodically company policy regarding related party transactions; (ii) review periodically the process used to identify related party relationships and results of that process; and (iii) discuss with management and the independent auditor, and pre-approve (or disapprove) (a) any related party transaction that exceeds a value, individually or when aggregated with similar transactions, of One Hundred Twenty Thousand Dollars (\$120,000) and (b) any transactions or courses of dealing outside of normal employment or director duties with significant related persons (i.e. significant stockholders of the Company, directors, executive officers or immediate family members of any of the foregoing), including any safeguards or additional procedures to be applied in such circumstances;

3. review at least annually with management and head of the internal audit function compliance with, the adequacy of, any violations of or any requests for waivers under, the Company's code(s) of business conduct and ethics (including codes that apply to all employees as well as those applicable to directors, senior officers and financial officers and the Company's policies and procedures concerning trading in Company securities and use in trading of proprietary or confidential information) and make a recommendation to the full Board with regard to any waiver sought with respect to any executive officer or director;
4. establish and oversee the effectiveness of procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting, financial reporting or auditing matters and review and, as necessary, investigate any reports provided by SEC counsel to the Company regarding evidence of unremedied material violations of U.S. federal or state securities or any similar other law or a material breach of fiduciary duties by directors, officers, employees or agents of the Company arising under such laws; and
5. review and address conflicts of interest of directors and executive officers.

F. Report & Self-Evaluate

1. oversee the preparation and approve all reports required or appropriate in the conduct of the Committee's responsibilities, including the Audit Committee report for inclusion in the Company's annual proxy statement, and review related disclosure to determine if they comply with applicable SEC requirements;
2. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
3. review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate;
4. report regularly to the Board on Committee findings and recommendations, including on any issues that arise with respect to the quality or integrity of the Company's financial statements, the performance and independence of the independent auditors and the performance of the internal audit function, the Company's compliance with legal or regulatory requirements and its codes of business conduct and ethics, approvals and ratifications of related person transactions, and any other matters the Committee deems appropriate or the Board requests; and

5. maintain minutes or other records of Committee meetings and activities.