

**SUSSER HOLDINGS CORPORATION  
CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS**

**Amended and Restated as of December 21, 2012**

The Board of Directors (the “*Board*”) of Susser Holdings Corporation (the “*Company*”) has established the Compensation Committee of the Board (the “*Committee*”) with authority, responsibility and specific duties as described in this Compensation Committee Charter (this “*Charter*”).

This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.

**I. PURPOSES**

The Committee shall assist the Board in overseeing the Company’s management compensation policies and practices, including:

- A. Reviewing and approving corporate goals and objectives relevant to the Company’s Chief Executive Officer (“CEO”) and his or her performance in light of those goals;
- B. Determining and approving the compensation of the CEO;
- C. Reviewing and approving compensation levels for the Company’s other executive officers;
- D. Reviewing and approving management incentive compensation policies and programs;
- E. Reviewing and approving equity compensation programs for employees, and exercising discretion in the administration of such programs;
- F. Preparing the Compensation Committee Report as required by Item 407(e)(5) of Regulation S-K, and publishing the report in the Company’s proxy statement for its annual meetings of shareholders (“*Proxy Statement*”), in accordance with applicable rules and regulations; and
- G. Assuring adequacy of management development and succession planning.

## **II. AUTHORITY**

In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company. The Committee has the power to retain outside counsel, compensation consultants to be used in the evaluation of director, CEO or executive officer compensation, or other advisers 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 advisers. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate independent counsel, compensation consultants, and other advisers hired to assist the Committee, who shall be accountable ultimately to the Committee.

## **III. COMMITTEE MEMBERSHIP**

The Committee shall consist of not less than three members of the Board. Each member of the Committee shall be "independent" as defined by the listing requirements of the New York Stock Exchange. In addition, no director may serve as a Committee member unless he or she (A) is a "Non-employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (B) satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

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.

## **IV. COMMITTEE MEETINGS**

The Committee shall meet with such frequency and at such intervals as it shall determine are necessary to carry out its duties and responsibilities with a minimum of two meetings per year. The Committee shall meet at the call of its Chairman, two or more members of the Committee or the Chairman of the Board. The Committee may invite other Board members, management, advisers or others to attend meetings as the Committee deems necessary or desirable. The Committee shall meet at least annually with the CEO and any other corporate officers the Board and Committee deem appropriate to discuss and review the performance criteria and compensation levels of key executives.

The Committee shall establish its own schedule of meetings. Meetings of the Committee may be held telephonically. Fifty percent 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.

## **V. RESPONSIBILITIES**

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 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:

1. Establish and review the Company's overall management compensation philosophy and policy.
2. Review and approve corporate goals and objectives relevant to the compensation of the CEO and the other executive officers, including annual performance objectives.
3. Evaluate at least annually the performance of the CEO against corporate goals and objectives, including the annual performance objectives for the CEO and, based on this evaluation, determine and approve the compensation level (including any discretionary incentive awards) for the CEO, reviewing as appropriate, any agreement or understanding relating to the CEO's employment, incentive compensation, or other benefits based on this evaluation.
4. Review at least annually in consultations with the CEO, and recommend to the Board, the compensation of the other executive officers or other members of management as the Board and Committee determine appropriate.
5. Review and recommend to the Board for approval any changes in the compensation of directors.
6. Review on a periodic basis the Company's management compensation programs, including any management incentive compensation plans, to determine whether they are appropriate, properly coordinated and achieve their intended purpose(s), and recommend to the Board any appropriate modifications or new plans or programs.
7. Review and recommend to the Board incentive and equity-based compensation plans of the Company that are subject to Board approval and any modifications of such plans (whether or not final approval rests with the Company's shareholders) and review all grants of awards, including the award of shares or share options, pursuant to such plans.

8. Ensure that shareholders are given the opportunity to vote on equity-compensation plans, as may be required by law, the Company's Certificate of Incorporation or Bylaws (as amended from time to time), the Company's Corporate Governance Guidelines and the listing standards of the New York Stock Exchange.
9. Administer and monitor compliance by executives with the rules and guidelines of the Company's equity-based plans.
10. Review and recommend to the Board any changes in employee retirement plans or programs, and other employee benefit plans and programs.
11. Review and discuss with the Company's management the Compensation Discussion & Analysis ("CD&A") to be included in the Proxy Statement and, based on that review, determine whether to recommend to the Board that the CD&A be included in the Proxy Statement, in accordance with applicable rules and regulations.
12. Prepare the Compensation Committee Report as required by Item 407(e)(5) of Regulation S-K and publish the report in Proxy Statement, in accordance with applicable rules and regulations.
13. Review and recommend to the Board how frequently the Company should permit shareholders to have an advisory vote on executive compensation ("say-on-pay"). This review should take into account the historical results of shareholder advisory votes on the frequency of say-on-pay resolutions at the Company.
14. Following each shareholder meeting at which say-on-pay resolutions are proposed for a shareholder advisory vote, the Committee shall review the results of the advisory vote, and consider whether to make any adjustments to the Company's executive compensation policies and practices.
15. If the Committee engages independent legal counsel, a compensation consultant or other advisers, then the Committee is directly responsible for the appointment, compensation and oversight of such counsel, consultant or adviser. Prior to any such engagement, the Committee shall analyze the relationships such counsel, consultants or advisers have with members of the Committee as well as management and the Company as a whole. This analysis shall include the specific factors identified by the Securities and Exchange Commission and NYSE that affect the independence of compensation advisers.
16. Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter.
17. Review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate.

18. Report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests.

## **VI. POSTING REQUIREMENT**

The Company shall make this Charter available on or through its website as required by applicable rules and regulations. In addition, the Company shall disclose in its Proxy Statement or Annual Report on Form 10-K (as applicable) that a copy of this Charter is available on its website and provide the website address.

\* \* \*

*While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the Committee members, except to the extent otherwise provided under applicable federal or state law.*