

**SUSSER HOLDINGS CORPORATION
CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE
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 Nominating and Corporate Governance Committee of the Board (the “*Committee*”) with authority, responsibility and specific duties as described in this Nominating and Corporate Governance 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:

- A. 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 shareholders or to fill Board vacancies;
- B. Overseeing the Company’s policies and procedures for the receipt of shareholder suggestions regarding Board composition and recommendations of candidates or nomination by the Board;
- C. Developing, recommending to the Board and overseeing implementation of the Company’s Corporate Governance Guidelines; and
- D. Reviewing on a regular basis the overall corporate governance of the Company and recommending improvements when necessary.

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, 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.

III. COMMITTEE MEMBERSHIP

The Committee shall consist of not less than two members of the Board. Each member of the Committee shall be “independent” as defined by the listing requirements of the New York Stock Exchange.

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 as it shall determine is 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, advisors or others to attend meetings as the Committee deems necessary or desirable.

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. 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 Board nominee candidates, including: (a) the

qualifications or criteria for Board nomination to shareholders for election as a director; and (b) policies and procedures relating to consideration of Board nominee candidates recommended by shareholders.

2. Identify, screen and review individuals qualified to serve as directors, consistent with qualifications or 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 shareholders; 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.
3. Review annually with the Board the composition of the Board as a whole, including whether the Board reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity and other desired qualities.
4. Review periodically the size of the Board, or any committee thereof, and recommend to the Board any appropriate changes.
5. Coordinate and oversee the annual self-evaluation of the role and performance of the Board, its committees, individual directors and management in the governance of the Company.
6. Develop and recommend to the Board, oversee the implementation and effectiveness of, and recommend modifications as appropriate to, a set of Corporate Governance Guidelines.
7. Review and address conflicts of interest of directors and executive officers, and the manner in which any such conflicts are to be monitored.
8. Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter.
9. Review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate.
10. 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 for its annual meeting of shareholders 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.

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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.