

CORE-MARK HOLDING COMPANY, INC.

CHARTER OF THE COMPENSATION COMMITTEE

(as revised August 17, 2015)

Purpose

The Compensation Committee (the “Committee”) is responsible for discharging the responsibilities of the Board of Directors (the “Board”) of Core-Mark Holding Company, Inc. (the “Company”) with regard to oversight and determination of executive compensation and oversight of compensation of other employees. Among other things, the Committee conducts an annual performance review of the Company’s Chief Executive Officer, establishes the salary and other compensation of the Company’s Chief Executive Officer, reviews and approves the salaries and other compensation of the Company’s other executive officers, administers the Company’s equity and other incentive plans (including reviewing and approving stock option and other equity incentive grants to executive officers), and prepares the annual report of the Compensation Committee required by the rules of the Securities and Exchange Commission (“SEC”).

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, 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, compensation consultants or other advisors to assist it in carrying out its activities. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate counsel, compensation consultants, and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee. The Committee shall assess the independence of any such consultants or other advisers retained by the Committee. The Company shall provide adequate resources to support the Committee’s activities, including compensation of the Committee’s counsel, consultants and other advisors.

Membership and Structure

The Committee shall consist of at least three members, each of whom shall be an independent director (as defined in the applicable listing standards of the Nasdaq Stock Market, including Rule 5605, as well as applicable federal law), a “Non-Employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and an “outside director” for purposes of Section 162(m) of the Internal Revenue Code. Appointment to the Committee, including designation of the Chair of the Committee, shall be made on an annual basis by the full Board upon recommendation of the Corporate Governance and Nominating Committee of the Board. 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 Chair 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 Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

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

Meetings of the Committee shall be held at such times and places as the Committee shall determine, including by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and speak with each other. The Committee may also act by written consent. When necessary, the Committee shall meet in executive session outside of the presence of any executive officer of the Company. The Chair of the Committee shall report on activities of the Committee to the full Board. In fulfilling its responsibilities, as set forth below, the Committee shall have authority to delegate its authority to subcommittees, to the extent permitted by applicable law.

A majority of the members of the Committee shall constitute a quorum sufficient 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.

Responsibilities

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

1. Establish, review and approve the Company's compensation philosophy, objectives and policies for executive officers.
2. Establish and report to the Board regarding performance goals for the Chief Executive Officer, including annual and long-term performance goals and objectives. Review with the Chief Executive Officer and approve, and report to the Board regarding, annual and long-term performance goals and objectives for the Company's other executive officers.

3. Conduct and review with the Board an annual evaluation of the performance of the Company's Chief Executive Officer. Review annually with the Chief Executive Officer the performance of the Company's other executive officers, and report to the Board on the results of that review.
4. Annually determine the compensation (including salary, bonus, and other matters relating to compensation) of the Chief Executive Officer of the Company. Review with the Chief Executive Officer and approve the compensation (including salaries, bonuses, and other matters relating to compensation) of the other executive officers of the Company. The Chief Executive Officer may be present at meetings during which compensation for the other executive officers of the Company is under review and consideration, but shall not be present during voting or deliberations on the Chief Executive Officer's compensation.
5. Periodically review and approve all compensation, incentive, perquisites and benefits programs applicable to the Company's executive officers, determine whether such programs are appropriate, properly coordinated and achieve their intended purpose(s), and make recommendations to the Board regarding such programs.
6. Periodically discuss and review whether the compensation of the Company's executive officers and the Company's overall incentive compensation arrangements promote appropriate approaches to the management of risk and, specifically, do not encourage executive officers to take unnecessary and excessive risks that threaten the value of the Company.
7. Periodically review employee compensation and benefit plans and programs generally, including employee bonus and retirement plans and programs. If any changes are necessary, make appropriate recommendations to management.
8. Administer the Company's equity incentive plans, including (a) determining and approving any grants of options, restricted stock, performance shares or other equity incentive awards to the Chief Executive Officer, (b) reviewing with the Chief Executive Officer and approving any grants of options, restricted stock, performance shares or other equity incentive awards to other executive officers, (c) reviewing with the Chief Executive Officer and approving the aggregate level and form of equity incentive awards to be made to persons other than executive officers and the philosophy or formula for allocation of such awards, and (d) monitoring compliance by management with such rules, policies, and guidelines for the issuance of awards pursuant to such plans as the Committee or the Board may establish.

9. Be authorized to delegate to any one or more members of the Board, which person(s) need not be members of the Committee, the authority to review and grant, as the act of the Committee and of the Board, stock options to employees other than executive officers of the Company.
10. Review, approve, and recommend to the Board the adoption of any non-equity-based incentive compensation plan for employees of or consultants to the Company and any material modification of any such plan and review at least annually the awards made pursuant to such plans.
11. Periodically review and discuss with the Chief Executive Officer and other appropriate executive officers of the Company labor and employment matters, including labor relations, collective bargaining agreements and applicable laws and regulations.
12. Review and make recommendations to the Board with respect to stockholder proposals and stockholder engagement related to compensation matters.
13. Review and discuss the Compensation Discussion and Analysis (“CD&A”) section of the proxy statement with management, including the Chief Executive Officer and the Chief Financial Officer, and determine whether to recommend to the Board that the CD&A be included in the Company’s proxy statement.
14. Prepare the report of the Committee required to be included in the Company’s Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C, as applicable, in accordance with applicable rules and regulations of the SEC and other applicable regulatory bodies.
15. When appropriate, be authorized to designate one or more of its members to perform certain of its duties on its behalf, subject to such reporting to or ratification by the Committee as the Committee shall direct.
16. Annually conduct an independence assessment of all compensation consultants, legal counsel and other advisers that provide advice to the Committee (other than any consultant whose role is limited to consulting on any broad-based plan that does not discriminate in favor of the Company’s executive officers or directors and that is available generally to all salaried employees, or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the adviser and about which the adviser does not provide advice).

17. Make a recommendation to the Board regarding the frequency of the advisory vote on compensation of the Company's named executive officers as required by Rule 14a-21 of the Securities Exchange Act of 1934, as amended.
18. Annually assess the results of the Company's most recent advisory vote on executive compensation.
19. Review the form and amount of director compensation at least annually, and make recommendations thereon to the Board.
20. Annually review and reassess the adequacy of its charter and recommend any changes to the full Board.
21. Conduct an annual self-evaluation of the Committee including its effectiveness and compliance with this Charter.
22. Report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.