

SECURITIES & EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

NOTICE OF EXEMPT SOLICITATION (VOLUNTARY SUBMISSION)

NAME OF REGISTRANT: Marathon Petroleum Corp.

NAME OF PERSON RELYING ON EXEMPTION: International Brotherhood of Teamsters

ADDRESS OF PERSON RELYING ON EXEMPTION: 25 Louisiana Avenue, N.W., Washington, D.C. 20001

Written materials are submitted pursuant to Rule 14a-6(g)(1) promulgated under the Securities Exchange Act of 1934:

INTERNATIONAL BROTHERHOOD OF TEAMSTERS

SEAN M. O'BRIEN
General President
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FRED E. ZUCKERMAN
General Secretary-Treasurer
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March 2023

Re: Support Just Transition Report, Item 9 at Marathon Petroleum Corp (NYSE: MPC)

Dear Marathon Petroleum Shareholders:

Marathon's *Creating Shared Value Through a Just and Responsible Transition*, published in response to the filing of this proposal last year, fails to lay out a sound 'just transition' strategy. It also sets an exceedingly low bar for what this important investor disclosure should look like. Shareholders can and should demand better by supporting Item 9, which calls on Marathon to develop a just transition strategy that includes, among other things, measurable, time-bound indicators.

Ensuring that a company's climate strategy is fair and just to its workforce is vital to the economy, our communities, and society itself. Acknowledging this, as Marathon does, is a key first step; but this must be backed up by a just transition strategy — one that fully integrates high-road workforce plans and investments with stated carbon reduction goals. Unfortunately, Marathon's existing disclosures fail to demonstrate this level of integration.

First, the report stems from a flawed process. A credible strategy must begin with a robust engagement of workers and communities impacted by a company's decarbonization plans around what a just transition entails. There is little evidence, however, that this took place in the preparation of the report. Marathon's report also highlights the proposed conversion of its Martinez, California refinery into a renewable fuels facility. Apart from general references to ongoing stakeholder engagement, the report provides no specifics on how workers were brought into the discussion over the risks and opportunities of the conversion.

Second, the publication lacks data. The report offers no meaningful metrics for investors to measure the success of Marathon's strategy or map it against the company's climate scenario analysis and goals. Despite pointing to the conversion of two refineries to renewable fuels as evidencing its commitment to a just transition, the report omits any data on how many workers were retained or on what terms. More fundamentally, Marathon fails to provide robust human capital metrics or just transition relevant goals around these measures that can be mapped against the company's climate scenario analysis. Such metrics include headcount, the breakdown between employees and subcontractors, prevailing wage rates (including at converted facilities), or the dollars spent and expected outcomes of reskilling workers.

1

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Third, tangible commitments are absent. Beyond vague nods to inclusion, integrity and respect, the report lacks tangible commitments to minimizing the impact of decarbonization on the livelihoods of its workers. There are no clear goals around job retention, retraining, compensation, or other contractual terms as the company embarks on transitioning its operations, for instance.

Finally, Marathon's promise to update disclosures going forward may appear encouraging; however, it is troubling that the company seriously believes that a just transition strategy can begin on the foundations of last year's report — one that was seemingly produced without the participation of workers. A just transition demands a radically new set of enterprise-wide processes, not the selective disclosure of existing corporate social responsibility initiatives. Accordingly, I urge your support for Item 9.

For more information, please contact Michael Pryce-Jones at: mpryce-jones@teamster.org or 202-624-8990.

Sincerely,



Sean M. O'Brien
General President

SMO/mpj