

SEMGROUP CORPORATION (the “Company”)

Nominating and Corporate Governance Committee Charter

I. PURPOSES

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) shall be to represent and assist the Board of Directors of the Company (the “Board”) in: (i) 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 stockholders or to fill Board vacancies; (ii) overseeing the Company’s policies and procedures for the receipt of stockholder suggestions regarding Board composition and recommendations of candidates or nominations by the Board; and (iii) developing, recommending to the Board and overseeing implementation of the Company’s Corporate Governance Guidelines and Principles.

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, 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, director search and recruitment 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, director search and recruitment consultants, and other advisors hired to assist the Committee, who shall be accountable ultimately to 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.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of two or more members of the Board, each of whom the Board has selected and determined to be “independent” in accordance with the applicable listing standards of the New York Stock Exchange (“NYSE”) and any other applicable laws, rules and regulations regarding independence in effect from time to time. Failure to comply with the foregoing requirements shall not affect the validity of any action taken by the Committee.

The Chairman of the Board shall be entitled to be present and to participate in the meetings of the Committee but normally shall have no vote; provided, however, that in any instances in which the Committee does not otherwise have a quorum consisting of its current members, the Chairman may be considered a member for purposes of establishing a quorum and in any such instance, the Chairman will have a vote as a member of the Committee provided that at all times the Chairman otherwise meets the qualifications for membership in the Committee.

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.

III. COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis as determined by the Committee and additionally as circumstances dictate.

Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Subject to the Bylaws of the Company, and the Delaware General Corporation Law, the Committee shall otherwise establish its own rules of procedure.

IV. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee's activities may diverge from those described below, as appropriate under the circumstances.

Among its duties and responsibilities, 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: (i) the qualifications or criteria for Board nominees; and (ii) policies and procedures relating to consideration of Board nominee candidates recommended by stockholders, management and other sources;
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: (i) nomination for election or re-election by the stockholders; and (ii) any Board vacancies that are to be filled by the Board; in making such recommendations, the Committee shall consider written recommendations for Board candidates submitted by stockholders to the Committee in accordance with the Company's policy as set forth in its proxy statement, and written recommendations from management and other sources;
3. review annually the relationships between directors, the Company and members of management and recommend to the Board whether each non-management director qualifies as "independent" under the Board's definition of "independence" and the applicable rules of the NYSE and any other applicable laws, rules and regulations regarding independence in effect from time to time;
4. review committee member qualifications and recommend nominees for each committee after considering the legal and other requirements for the composition of the Board;

5. review and make recommendations to the Board, as the Committee deems appropriate, regarding the composition and size of the Board;
6. review on-going service of directors on boards of directors of non-affiliated companies;
7. review the Board's Director Education Policy and make recommendations to the Board as the Committee deems appropriate with respect to such policy;
8. coordinate and oversee the annual self-evaluation of the role and performance of the Board, its committees and management in the governance of the Company;
9. develop and recommend to the Board, oversee the implementation and effectiveness of, and recommend modifications as appropriate to, a set of Corporate Governance Guidelines and Principles in compliance with NYSE listing standards;
10. review on a periodic basis, and as necessary when specific issues arise, relations with the Company's stockholders and advise the Board on policies to further effective communications with such stockholders, which may include meetings between directors and significant stockholders from time to time and other communication opportunities;
11. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
12. review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate; and
13. report regularly to the Board on Committee actions, findings, recommendations and any other matters the Committee deems appropriate or the Board requests.