

ANDEAVOR  
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The following is a transcript of a video recorded by the Marathon Petroleum Corporation Chairman and Chief Executive Officer for employees, and distributed to employees by email on April 30, 2018.

#### MPC and Andeavor Strategic Combination

Good morning everyone. As many of you may have heard by now, today we announced an important milestone for Marathon Petroleum Corporation. We have agreed to enter into a strategic combination with the independent refining, marketing and logistics company Andeavor, which until recently was called Tesoro. Andeavor's assets include 10 refineries in the Midcontinent and Western U.S., and retail stores throughout the western half of the U.S. and in Mexico. The combined company will expand our operational footprint into key markets across the nation.

In addition, we will have a robust midstream presence in some of the nation's most economic energy-producing regions -- adding gathering and marketing capabilities in the Bakken shale play and further expanding our presence in the Permian.

One of the compelling drivers behind this transaction is our alignment on values. Andeavor's values include health and safety, environmental stewardship, valuing their employees, and investing in the communities where they do business. I'm sure this sounds familiar to MPC employees, because we share these same values. As a single, combined company, our commitment to corporate citizenship will be stronger than ever.

At MPC and Andeavor, we are excited about this transaction, and the benefits the combined company will bring to our shareholders. At both companies, our employees' dedication to operational excellence and adherence to a strong set of values is culturally aligned. I thank you all for the hard work you do every day to provide the fuels and other products that make modern life possible. As a larger company with a much broader geography, we will be well-positioned to continue our important work on an even greater scale.

There are many more positive aspects of this transaction, and I encourage you to read the news release we published today. It can be found on our website homepage at [www.marathonpetroleum.com](http://www.marathonpetroleum.com). On our website, you can also find a presentation that provides details on the combination. We will hold a conference call and webcast this morning at 8:30 Eastern Time, to explain this transaction further.

It is important to keep in mind that today's announcement is just the first step in the process. The transaction is subject to customary closing conditions, including regulatory and shareholder approvals. Until closing, MPC and Andeavor will continue to operate as separate companies.

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Since it will be several months before this transaction is complete, it will likely generate significant media attention, some of which may contain speculative or inaccurate information. It is important to remain focused on your daily responsibilities as well as our commitments to safety, environmental stewardship, and customer service during this time. We will keep you informed of our progress through employee communications like this video.

Thank you again for all you do to make our growing company a success.

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This communication contains forward-looking statements within the meaning of federal securities laws regarding Marathon Petroleum Corporation (“MPC”). These forward-looking statements relate to, among other things, the proposed transaction between MPC and Andeavor (“ANDV”) and include expectations, estimates and projections concerning the business and operations, strategic initiatives and value creation plans of MPC. In accordance with “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, these statements are accompanied by cautionary language identifying important factors, though not necessarily all such factors, that could cause future outcomes to differ materially from those set forth in the forward-looking statements. You can identify forward-looking statements by words such as “anticipate,” “believe,” “could,” “design,” “estimate,” “expect,” “forecast,” “goal,” “guidance,” “imply,” “intend,” “may,” “objective,” “opportunity,” “outlook,” “plan,” “position,” “potential,” “predict,” “project,” “pursue,” “seek,” “should,” “strategy,” “target,” “would,” “will” or other similar expressions that convey the uncertainty of future events or outcomes. Such forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond the company’s control and are difficult to predict. Factors that could cause MPC’s actual results to differ materially from those implied in the forward-looking statements include: the ability to complete the proposed transaction between MPC and ANDV on anticipated terms and timetable; the ability to obtain approval by the shareholders of ANDV and MPC related to the proposed transaction and the ability to satisfy various other conditions to the closing of the transaction contemplated by the merger agreement; the ability to obtain governmental approvals of the proposed transaction on the proposed terms and schedule, and any conditions imposed on the combined entity in connection with consummation of the proposed transaction; the risk that the cost savings and any other synergies from the proposed transaction may not be fully realized or may take longer to realize than expected; disruption from the proposed transaction making it more difficult to maintain relationships with customers, employees or suppliers; risks relating to any unforeseen liabilities of ANDV; future levels of revenues, refining and marketing margins, operating costs, retail gasoline and distillate margins, merchandise margins, income from operations, net income or earnings per share; the regional, national and worldwide availability and pricing of refined products, crude oil, natural gas, NGLs and other feedstocks; consumer demand for refined products; our ability to manage disruptions in credit markets or changes to our credit rating; future levels of capital, environmental or maintenance expenditures, general and administrative and other expenses; the success or timing of completion of ongoing or anticipated capital or maintenance projects; the reliability of processing units and other equipment; business strategies, growth opportunities and expected investment; MPC’s share repurchase authorizations, including the timing and amounts of any common stock repurchases; the adequacy of our capital resources and liquidity, including but not limited to, availability of sufficient cash flow to execute our business plan and to effect any share repurchases, including within the expected timeframe; the effect of restructuring or reorganization of business components; the potential effects of judicial or other proceedings on our business, financial condition, results of operations and cash flows; continued or further volatility in and/or degradation of general economic, market, industry or business conditions; compliance with federal and state environmental, economic, health and safety, energy and other policies and regulations, including the cost of compliance with the Renewable Fuel Standard, and/or enforcement actions initiated thereunder; the anticipated effects of actions of third parties such as competitors, activist investors or federal, foreign, state or local regulatory authorities or plaintiffs in litigation; the impact of adverse market conditions or other similar risks to those identified herein affecting MPLX; and the factors set forth under the heading “Risk Factors” in MPC’s and ANDV’s respective Annual Reports on Form 10-K for the year ended Dec. 31, 2017, filed with Securities and Exchange Commission (SEC). We have based our forward-looking statements on our current expectations, estimates and projections about our industry. We caution that these statements are not guarantees of future performance and you should not rely unduly on them, as they involve risks, uncertainties, and assumptions that we cannot predict. In addition, we have based many of these forward-looking statements on assumptions about future events that may prove to be inaccurate. While our respective management considers these assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties, most of which are difficult to predict and many of which are beyond our control. Accordingly, our actual results may differ materially from the future performance that we have expressed or forecast in our forward-looking statements. We undertake no obligation to update any forward-looking statements except to the extent required by applicable law.



#### Additional Information and Where to Find It

In connection with the proposed transaction, a registration statement on Form S-4 will be filed with the SEC. INVESTORS AND SECURITY HOLDERS ARE ENCOURAGED TO READ THE REGISTRATION STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE JOINT PROXY STATEMENT/PROSPECTUS THAT WILL BE PART OF THE REGISTRATION STATEMENT, WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. The final joint proxy statement/prospectus will be mailed to stockholders of Marathon Petroleum Corporation (“MPC”) and Andeavor (“ANDV”). Investors and security holders will be able to obtain the documents free of charge at the SEC’s website, [www.sec.gov](http://www.sec.gov), from MPC at its website, [www.marathonpetroleum.com](http://www.marathonpetroleum.com), or by contacting MPC’s Investor Relations at 419-421-2414, or from ANDV at its website, [www.andeavor.com](http://www.andeavor.com), or by contacting ANDV’s Investor Relations at 210-626-4757.

#### Participants in Solicitation

MPC and ANDV and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information concerning MPC’s participants is set forth in the proxy statement, filed March 15, 2018, for MPC’s 2018 annual meeting of stockholders as filed with the SEC on Schedule 14A. Information concerning ANDV’s participants is set forth in the proxy statement, filed March 15, 2018, for ANDV’s 2018 annual meeting of stockholders as filed with the SEC on Schedule 14A. Additional information regarding the interests of such participants in the solicitation of proxies in respect of the proposed transaction will be included in the registration statement and joint proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.