
**CHARTER
OF THE
AUDIT COMMITTEE
OF PBF ENERGY INC.**

I. PURPOSE

The purpose of the Audit Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of PBF Energy Inc. (the “Company”) in fulfilling its oversight responsibilities by (a) reviewing (i) the quality and integrity of the Company’s financial statements, (ii) the Company’s compliance with legal and regulatory requirements, (iii) the qualifications and independence of the Company’s independent auditors, (iv) the performance of the Company’s internal audit function and independent auditors and (v) the Company’s systems of disclosure controls and procedures and internal controls over financial reporting; and (b) preparing the report that U.S. Securities and Exchange Commission (“SEC”) rules require be included in the Company’s annual proxy statement.

The Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in Section IV of this Charter.

The function of the Committee is oversight. It is not the Committee’s responsibility to certify the Company’s financial statements or to guarantee the report of the independent auditor. The Company’s management is responsible for the (i) preparation, presentation and integrity of the Company’s financial statements, (ii) maintenance of appropriate accounting and financial reporting principles and policies, and (iii) maintenance of internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent auditor is responsible for planning and carrying out proper audit and reviews. In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company. As such, it is not the duty or responsibility of the Committee or its members to conduct auditing or accounting reviews or procedures, except to the extent described below under “Performance Evaluation”. Each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which it receives information and (ii) the accuracy of the financial and other information provided to the Committee by such persons and organizations absent actual knowledge to the contrary (which shall be promptly reported to the Company’s Board). In addition, the evaluation of the Company’s financial statements by the Committee is not of the same scope as, and does not involve the extent of detail as, audits performed by the independent auditor, nor does the Committee’s evaluation substitute for the responsibilities of the Company’s management for preparing, or the independent auditor for auditing, the Company’s financial statements.

II. COMPOSITION

The Committee shall be comprised of three or more directors as determined by the Board. Each member of the Committee shall be (i) “independent,” as defined under Rule 10A-3 of the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules of the New York Stock

Exchange and (ii) free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. All members of the Committee shall be financially literate, and at least one member of the Committee shall have accounting or related financial management expertise as such qualifications are interpreted by the Board in its business judgment, and qualify as an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or an outside consultant. No member shall serve on the audit committees of more than a total of three public companies without further consultation of the Board.

The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board, or at any interim meeting to fill any vacancies or to make any other changes based on recommendations from the nominating and corporate governance committee. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

Any compensation to be paid by the Company to any Committee member shall be determined by the Board and must consist solely of director’s compensation; provided, however, that pension or other deferred compensation that is not contingent on future service to the Company will not be deemed to violate this requirement. Directors will be reimbursed for their expenses incurred in performing their duties.

III. MEETINGS

A majority of the Committee shall constitute a quorum. The Committee may act by a majority of the members present at a meeting of the Committee. In the event of a tie vote on any issue, the Chair’s vote shall decide the issue. The Committee shall meet in person or telephonically at least four times annually, or more frequently as circumstances dictate. The Committee may delegate some or all of its duties to a subcommittee comprised of one or more members of the Committee. The Committee may ask members of management or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meetings and to provide such pertinent information as the Committee may request. The Committee shall keep minutes of each meeting, which minutes shall be subject to approval by the Committee at a subsequent meeting.

As part of its job to foster open communication, the Committee should meet at least annually with management, any director of an internal auditing department and the independent auditor in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately.

IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Committee shall:

Documents/Reports Review

1. Review with management and the independent auditor the Company's annual financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to any distribution or filing of such financial statements, or prior to any release of earnings. The Chair of the Committee may represent the entire Committee for purposes of this review.
2. Review with management and the independent auditor the Company's quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to any distribution or filing, or prior to any release of earnings. The Chair of the Committee may represent the entire Committee for purposes of this review.
3. Review any material financial reports or other material financial information submitted to any governmental body, or the public, including any certification, report, opinion, or review rendered by the independent auditor.
4. Review any internal controls reports to management prepared by any internal auditing department and management's response.
5. If applicable, discuss earnings press releases (paying particular attention to any use of "pro forma," or "adjusted" non-GAAP (as defined below), information), and any material financial information and earnings guidance provided to analysts and rating agencies. This discussion may be done generally (i.e., discussion of the types of information to be disclosed and the type of presentation to be made). The Committee is not required to discuss in advance each earnings press release or each instance in which the Company provides earnings guidance.
6. If applicable, prepare an audit committee report satisfying the requirements of the Exchange Act to be included in the Company's annual proxy statement.
7. Review with management guidelines and policies to govern the process by which risk assessment and risk management is undertaken.
8. Obtain reports from management, the Company's internal auditors and the independent auditors that the Company is in conformity with applicable legal requirements and the Company's Code of Business Conduct and Ethics. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct and Ethics.

Independent Auditor

9. Select, retain, compensate, oversee and terminate: (a) the Company's independent auditor (subject, if applicable, to stockholder ratification); and (b) any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The Committee shall have the sole authority to approve and/or pre-approve all audit engagement fees and terms, as well as all significant non-audit engagements with the independent auditor or other registered public accounting firm. The Committee must approve, but need not pre-approve, non-audit services that fall within the "De Minimis Exception" set forth in Section 10A(i)(1)(B) of the Exchange Act.
10. At least annually, obtain and review a report by the independent auditor describing: the independent auditor's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the independent auditor and the Company. After reviewing the foregoing report and the independent auditor's work throughout the year, the Committee shall evaluate the auditor's qualifications, performance and independence. This evaluation shall include the review and evaluation of the lead partner of the independent auditor and the appropriateness of rotating the audit firm itself. In making its evaluation, the Committee shall take into account the opinions of management and the Company's internal auditing department. The Committee shall present its conclusions with respect to the independent auditor to the full Board.
11. Discuss with the independent auditor the matters required to be discussed by Public Company Accounting Oversight Board Standard No. 16, as it may be modified or supplemented, including, without limitation, the auditor's evaluation of the quality of the Company's financial reporting, information relating to significant unusual transactions and the business rationale for such transactions and the auditor's views regarding significant accounting or auditing matters when the auditor is aware that management consulted with other accountants about such matters and the auditor has identified a concern regarding these matters.
12. Discuss with the independent auditor the matters required to be discussed by SEC Rule 2-07 of Regulation S-X, including a review of all critical accounting policies and practices to be used, all alternative treatments within generally accepted accounting principles ("GAAP") for policies and practices related to material items discussed with management, and other material written communications between the independent auditor and management, such as a management letter or schedule of unadjusted differences.
13. Review the performance of the independent auditor and approve any proposed discharge of the independent auditor when circumstances warrant.

14. Periodically consult with the independent auditor out of the presence of management about internal controls and the fullness and accuracy of the Company's financial statements.
15. Review with the independent auditor any audit problems or difficulties and management's response. The Committee must regularly review with the independent auditor any difficulties the auditor encountered in the course of the audit work, including any restrictions on the scope of the independent auditor's activities or on access to requested information, and any significant disagreements with management. The review should also include discussion of the responsibilities, budget and staffing of the Company's internal auditing department.
16. Set clear hiring policies for the hiring by the Company of employees or former employees of the independent auditor.

Financial Reporting Processes

17. In consultation with the independent auditor and any internal auditing department, review the integrity of the Company's financial reporting processes, both internal and external.
18. Consider the independent auditor's judgment about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
19. Consider and approve, if appropriate, major changes to the Company's auditing and accounting principles, practices and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles; any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of using alternative methods under GAAP; the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements; and other material written communications, such as any management letter or schedule of unadjusted differences, as suggested by the independent auditor, management, or the internal auditing department.
20. Review with management, the internal auditors and the Company's independent auditors the adequacy and effectiveness of the Company's internal controls, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's internal controls and any special audit steps adopted in light of any material control deficiencies, and any fraud involving management or other employees with a significant role in such internal controls.

Process Improvement

21. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company, regarding (x) accounting, internal controls and procedures, disclosure controls and procedures, or auditing matters and (y) compliance with legal and regulatory requirements, including violations of federal securities laws, (ii) the confidential, anonymous submission by employees of the Company of concerns regarding

- questionable accounting or auditing matters or securities laws violations and (iii) the Company's whistleblower policy.
22. Establish regular and separate systems of reporting to the Committee by each of management, the independent auditor and any internal auditing department regarding any significant judgments made in management's preparation of the financial statements and the view of each as to appropriateness of such judgments.
 23. Following completion of the annual audit, review separately with each of management, the independent auditor and any internal auditing department any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
 24. Review any significant disagreement among management and the independent auditor or any internal auditing department in connection with the preparation of the financial statements.
 25. Review with the independent auditor, the internal auditing department and management the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented. (This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Committee.)

Compliance

26. Ensure that management has the proper review system in place to ensure that the Company's financial statements, financial reports and other financial information, if disseminated to governmental organizations and the public, satisfy legal requirements.
27. Obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act has not been implicated.
28. Review activities, organizational structure, and qualifications of the internal auditing department.
29. As appropriate, review, with the Company's legal counsel, legal compliance matters including any applicable corporate securities trading policies.
30. As appropriate, review, with the Company's legal counsel, any legal matter that could have a significant impact on the Company's financial statements.
31. As appropriate, obtain advice and assistance from outside legal counsel and accounting or other advisors.
32. Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation or Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

33. Report regularly to the Board and review with the Board any issues that arise with respect to the quality or integrity of the financial statements, compliance with legal or regulatory requirements, performance and independence of auditors and performance of any internal audit function.
34. Review and approve any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis, in accordance with Company policies and procedures.

V. PERFORMANCE EVALUATION

At least annually, the Committee shall review the adequacy of this Charter, evaluate its performance hereunder and, as appropriate, revise this Charter.

VI. RESOURCES AND AUTHORITY OF THE COMMITTEE

In discharging its oversight responsibilities, the Committee shall have unrestricted access to the Company's management, books and records and the authority to retain, at the Company's expense, outside counsel, accountants or other consultants in the Committee's sole discretion. The Committee may direct any officer of the Company, the independent auditor and/or the Company's internal auditing department to inquire into and report to the Committee on any matter. Nothing contained in this Charter is intended to, or should be construed as, creating any responsibility or liability of the members of the Committee except to the extent otherwise provided under applicable Delaware law which shall continue to set the legal standard for the conduct of the members of the Committee.

Effective: April 26, 2016