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**CHARTER  
OF THE  
HEALTH, SAFETY AND ENVIRONMENT COMMITTEE  
OF PBF ENERGY INC.**

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**I. PURPOSE**

The purpose of the Health, Safety and Environment Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of PBF Energy Inc. (the “Company”) in fulfilling its oversight responsibilities by reviewing the safety and environmental performance of the Company, reviewing results of audits performed by the Company in the areas of health, safety and the environment and reviewing the Company’s compliance in these same areas.

In fulfilling its responsibilities, the Committee shall have, and may exercise, the following powers, duties and authority:

- Review periodically the overall adequacy of, and provide oversight with respect to, the Company’s Health, Safety and Environment (“HSE”) policies, programs, procedures, performance and initiatives;
- Review assessments of HSE policies, programs, procedures and initiatives, including, but not limited to, periodic performance metrics and audits
- Review periodically with management the status of material HSE activity, including compliance with applicable laws and regulations, results of internal compliance reviews and remediation projects, significant litigation or compliance-related matters, and emerging or proposed laws or regulations;
- Review periodically with management the status and level of the Company’s contingency planning and emergency response activities and preparedness;
- Review periodically emerging HSE issues, trends, developments or research and the potential impact on the Company;
- Report periodically to the Board with respect to health, safety and environmental matters affecting the Company and its subsidiaries; and
- Act in such other matters as the Board may direct.

**II. COMPOSITION**

The Committee shall be comprised of three or more directors as determined by 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 a majority vote of the Committee.

Any compensation to be paid by the Company to any Committee member shall be determined by the Compensation Committee of 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 periodically 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.

### **IV. PERFORMANCE EVALUATION**

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

### **V. 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, subject matter experts or other consultants in the Committee's sole discretion. The Committee may direct any officer of the Company 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.

### **VI. RELIANCE ON OTHERS**

Unless a Committee member has knowledge that makes reliance unwarranted, each Committee member, in discharging his or her duties to the Company, may rely on information, opinions, reports, or statements, any of which may be written or oral, formal or informal, including financial statements, valuation reports, and other financial data, if prepared or presented by:

- (a) One or more officers or employees of the Company whom the Committee member believes in his or her reasonable business judgment and good faith to be reliable and competent in the matters presented;
- (b) Consultants, legal counsel, or other persons as to matters which the Committee member believes in his or her reasonable business judgment and good faith to be within the professional or expert competence of such person; or

- (c) Another committee of the Board of which such Committee member is not a member if the Committee member believes in his or her reasonable business judgment and good faith that such committee merits confidence.