

MARATHON OIL COMPANY

U.S. UNIVERSITY MATCHING GIFTS PLAN

JANUARY 30, 2017

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I. Objectives

The Plan is designed to supplement other aid-to-education programs offered by the Company.

II. Contributor Eligibility

1. The following are eligible to participate in the plan:
 - Regular “Full-time” employees working at least 40 hours per week, or at least 80 hours on a bi-weekly basis, or a normal work schedule that has been reduced to 20 or more hours per week to accommodate a bona-fide health problem or disability.
 - Regular “Part-time” non-supervisory employees working on a part-time basis (minimum of 20 hours, but less than 35 hours per week), and not on a time, special job completion or call when needed basis.
 - Non-employee directors of Marathon Oil Corporation.
 - Employees on the following leaves are eligible for Plan participation:
 - Leave of Absence for Sickness
 - Family/Personal Leave
 - Military Leave of Absence
2. The following are not eligible to participate in the plan:
 - Retired employees may not participate in the Plan.
 - Casual employees may not participate in the Plan.
 - Employees on an Educational Leave are not eligible for Plan participation.
3. Upon specific authorization by the Board of Directors and subject to any terms and conditions the Board may establish, Marathon Oil Company may permit affiliated organizations to participate in this Plan.

III. Recipient Eligibility

1. An educational institution is eligible to receive matching gifts under the Plan if it is listed in the current edition of the Higher Education Directory published by Higher Education Publications, Inc., Falls Church, Virginia.
NOTE: An educational institution is listed in the Higher Education Directory if it offers at least a two-year program of college level studies in residence and meets one of the following criteria:
 - a. Is accredited or approved by a nationally recognized accrediting agency, by a state department of education, or by a state university.
 - b. Has attained a pre-accredited status with a designated national accrediting agency.
 - c. Its credits have been and are, accepted as if coming from an accredited institution by not fewer than three accredited institutions.
 - d. It will accept the matched gift for educational purposes and will not use it to defray all or part of tuition costs incurred by a member of the donor’s immediate family.
2. An institution of higher education, or an educational organization of that institution, is eligible to receive matching gifts if it is one to which deductible gifts may be made for federal income tax purposes and is included in Section 170(c)(2) of the Internal Revenue Code of 1986.
3. A school located outside of the United States is not eligible for a matching gift.

IV. Gifts Matched By Marathon Oil Company

1. Through the U.S. University Matching Gifts Plan, Marathon Oil Company will contribute to any one or more qualifying educational institutions or organizations an amount equal to the total value of a gift of cash or securities made by an eligible contributor.
2. Distributions made from an IRC section 501(c)(3) organization that qualifies as a private foundation (as

defined under IRC section 509(a)) or a public charity (as defined under IRC section 170(b)(1)(A)(vi)), as well as distributions from a charitable remainder trust (as defined under IRC section 664), are eligible for a matching gift as described above, provided that such distributions:

- a. meet all of the requirements for gifts made to eligible educational institutions as described in the Marathon Oil Company U.S. University Matching Gifts Plan;
- b. consist entirely of assets of the private foundation, public charity, or charitable remainder trust that are solely attributable to the contributor; and
- c. are made pursuant to a recommendation or designation by the contributor.

V. Limitations

1. Gifts will be matched up to an aggregate maximum of \$10,000 per individual contributor per calendar year.
2. The date on which an individual gift is made by an eligible individual is the date used in calculating the \$10,000 limitation.
3. Any single gift cannot be less than \$50.
4. Proof of a gift of cash or securities must be provided by the donor and the donor must document the market value of securities.
5. The donor may make an unrestricted contribution or designate a purpose, except those defined as ineligible in the Plan. The matching gift will be for the same eligible purpose designated by the donor.

VI. Ineligible Contributions

Pledges to make a contribution in the future, payment of tuition and student fees, purchases of goods and services including tickets to athletic events and payments of alumni dues are not eligible contributions. Contributions designated for scholarship funds are not eligible contributions unless the educational institution administers such fund.

VII. Further Information

1. A third-party will administer the Program and provide a website for applicants to apply.
2. Corporate Communications - Philanthropy will coordinate the overall budget activities for the program.
3. Employees may obtain additional information on MRObenefits.com or on the Marathon Oil Gives Page on theWAVE: <http://wave.moc.com/sites/Volunteer/Pages/default.aspx>