



**MINUTES OF ANNUAL MEETING OF STOCKHOLDERS
OF
MURPHY USA INC.**

The Annual Meeting of Stockholders of Murphy USA Inc. was held at the South Arkansas Arts Center, 110 East 5th Street, El Dorado, Arkansas, on Wednesday, May 1, 2019 at 8:00 a.m. pursuant to written notice.

CHAIRMAN AND SECRETARY

Mr. R. Madison Murphy was Chairman of the meeting and Gregory L. Smith was Secretary.

AFFIDAVIT AND MAILING

The Secretary presented the notice of the meeting and an affidavit by Daniel Zenie, Broadridge Financial Solutions, Inc., Edgewood, New York, showing that the Annual Shareholder Meeting packages had been processed and distributed to each holder of Common Stock of the Company commencing on March 19, 2019 addressed to such stockholder at the address provided from the records of Computershare Investor Services, LLC, Fidelity Investments Proxy Group and Sunlife Assurance Company of Canada.

The Secretary announced that there were represented in person or by proxy approximately 92.01% of the 32,183,509 outstanding shares of the Common Stock, being more than a majority of the total shares of Common Stock outstanding.

QUORUM

The Chairman declared that legal notice of the meeting had been given, that a quorum of the Common Stockholders was present, and that the meeting was convened and ready to transact the business for which it had been called.

The Chairman announced that there were three items to be acted upon by the stockholders: (i) the election of Class III directors; (ii) approval, on an advisory basis, of the executive compensation of the Company's Named Executive Officers; and (iii) ratification of the action of our Audit Committee in appointing KPMG LLP as the Company's independent registered public accounting firm for 2019. The Chairman then recognized and introduced members of KPMG LLP who are in charge of the Company's account. He stated that the matters to be voted on would be placed on the floor first, and then discussion of each matter would take place.

ELECTION OF CLASS III DIRECTORS

The first item for consideration was the election of Class I directors to serve for the ensuing three-year term. The Chairman stated that the by-laws provide that the number of directors shall be ten, and that the directors shall be divided into three classes with Class I directors up for election at this year's shareholder meeting. He said that Management's nominees were set forth in the Proxy Statement and that proxies received by Management would be voted for such nominees. Diane Alderson moved the election of the following persons to be Class III directors of the Company:

R. Madison Murphy
R. Andrew Clyde
David B. Miller

The motion was seconded. There being no other nominations, the Chairman declared that nominations were closed.

ADVISORY VOTE ON EXECUTIVE COMPENSATION

The Chairman stated that the next item to be considered was the approval of the advisory vote on executive compensation. Chris Hegi made a motion FOR approval, on an advisory basis, of the compensation of the Company's Named Executive Officers. The motion was seconded.

CONFIRMATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Chairman stated that the next item to be considered was the ratification of the action of our Audit Committee in appointing KPMG LLP as the Company's independent registered public accounting firm for 2019. Brett Williamson made a motion FOR the approval of the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2019. The motion was seconded.

JUDGES OF ELECTION

The Chairman announced that Kelly Halstead and Rachel Pickett had been appointed to serve as Judges of Election. He asked the Judges to distribute ballots to any stockholders who wished to vote in person. He stated that while ballots were being collected and tabulated the Company's President would bring stockholders up to date on the Company's business.

R. Andrew Clyde addressed the meeting. Following his report, a question and answer period was offered.

When the vote was completed and counted, the Judges ascertained the number of shares voted for the election of directors and reported that shares voted for the persons nominated for directors by plurality totaled 27,058,294. Votes including director exceptions resulted in the following votes FOR each director:

R. Madison Murphy	26,814,064 shares
R. Andrew Clyde	27,046,647 shares
David B. Miller	26,833,099 shares

The Judges further determined that 26,753,737 shares had been voted for approval of, on a non-binding, advisory basis, the compensation of the Company's Named Executive Officers, and 29,547,735 shares had been voted for ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year 2019 with 431,299 shares voting against the appointment.

REPORTS

The Judges filed their certificate stating that there were 32,183,509 shares of Common Stock outstanding, being the only class of stock of the Company having voting power in connection with this meeting, setting out the number of shares of Common Stock voted for the election of directors, and stating that more than a majority of the Common Stock outstanding had voted for the nominees for election as directors. The Chairman then declared that Messrs. Murphy, Clyde, and Miller had been elected Class III Directors of the Company to serve until their respective successors shall have been elected and qualified.

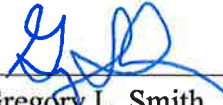
The certificate filed with the Secretary by the Judges further stated that a majority of the outstanding shares of Common Stock had been voted in favor of the advisory vote on the compensation of the Company's Named Executive Officers.

The certificate filed with the Secretary by the Judges further stated that a majority of the outstanding shares of Common Stock had been voted in favor of the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year 2019.

The Chairman then announced that the organizational meeting of the directors would be held at the South Arkansas Arts Center following adjournment of the stockholders' meeting.

ADJOURNMENT

There being no further business, the meeting was adjourned.



Gregory L. Smith
Secretary