

## COMPENSATION COMMITTEE CHARTER

### SUNOCO LP

#### ***PURPOSE***

Sunoco GP LLC (the “*Company*”), acting in its capacity as the general partner of Sunoco LP (the “*Partnership*” and, together with its subsidiaries and the Company, the “*Partnership Group*”), is responsible for the management of the Partnership. The Compensation Committee (“*Committee*”) is appointed by the Board of Directors of the Company (“*Board*”) to discharge the Board’s responsibilities relating to compensation of the Company’s directors and executive officers. The Committee has overall responsibility for evaluating and recommending to the Board the director and executive officer compensation plans, policies and programs of the Company.

#### ***MEMBERSHIP AND QUALIFICATION***

The Committee shall consist of not less than two members, all of whom must meet the independence criteria set forth in the Partnership’s Corporate Governance Guidelines except for the criteria related to prior employment with, or direct compensation from, the Partnership or its affiliates. The Committee members shall be elected annually by the Board for terms of one year, or until their successors shall be duly elected and qualified. Committee members may be removed by the Board in its discretion. Unless a Committee Chairman is elected by the full Board, the Committee members may designate a Chairman. Each member of the Committee also shall satisfy all requirements necessary from time to time to be “non-employee directors” under Rule 16b-3 of the rules and regulations of the Securities and Exchange Commission (the “*SEC*”), as amended from time to time.

#### ***MEETINGS AND OTHER ACTIONS***

The Committee will meet at least once a year and at such additional times as may be necessary to carry out its responsibilities. Meetings may be called by the Chairman of the Committee, the Chairman of the Board, or the Chief Executive Officer (“*CEO*”) of the Company.

Unless otherwise authorized by the Board, the Committee shall not delegate any of its authority to any subcommittee.

The Committee will make regular reports to the Board with respect to the discharge of its functions under this Charter. Reports of meetings of and actions taken at meetings or by consent by the Committee since the most recent Board meeting (except to the extent covered in an interim report circulated to the Board) shall be made by the Committee Chairman, or his or her delegate to the Board, at its next regularly scheduled meeting following the Committee meeting

or action and shall be accompanied by any recommendations from the Committee to the Board. In addition, the Committee Chairman, or his or her delegate, shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by the Committee.

### ***DUTIES, RESPONSIBILITIES AND AUTHORITY***

1. The Committee will annually review and approve corporate goals and objectives relevant to compensation of each CEO, evaluate each CEO's performance in light of those goals and objectives, and determine and make recommendations to the Board with respect to each CEO's compensation levels based on this evaluation. In determining the long-term incentive component of each CEO's compensation, the Compensation Committee will consider the performance and relative unitholder return of the Partnership, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to each CEO in past years.
2. Based on input from and discussion with each CEO, the Committee will make recommendations to the Board with respect to non-CEO executive officer compensation, including incentive compensation and compensation under equity-based plans that are subject to Board approval.
3. The Committee will produce a compensation committee report on executive officer compensation to be included in the Partnership's annual report on Form 10-K filed with the SEC, if required by the SEC.
4. The Committee will periodically evaluate the terms and administration of the Company's annual and long-term incentive plans provided for the benefit of the Partnership to assure that they are structured and administered in a manner consistent with the Company's and the Partnership's goals and objectives as to participation in such plans, target annual incentive awards, corporate financial goals, actual awards paid to the Company's executive officers, and total funds reserved for payment under the compensation plans.
5. The Committee will administer and periodically evaluate (and approve any proposed amendments to) existing incentive compensation and equity-related plans and evaluate and approve the adoption of any new incentive compensation or equity-related plans and determine when it is necessary (based on advice of counsel) or otherwise desirable: (a) to modify, discontinue or supplement any such plans; or (b) to submit such amendment or adoption to a vote of the Board.
6. The Committee will take action on grants and awards, determinations with respect to achievement of performance goals, and other matters provided in the Partnership's 2012 Long-Term Incentive Plan, or any other compensation plan which it is designated to administer.

7. The Committee will periodically evaluate the compensation of directors, including for service on Board committees and taking into account the compensation of directors at other comparable companies, and will make recommendations to the Board regarding any adjustments in director compensation that the Committee considers appropriate.
8. The Committee will have the authority to retain and terminate any compensation consultant to be used to assist in the evaluation of director, CEO or executive officer compensation and will have authority to approve the consultant's fees and other retention terms. The Committee will also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
9. The Committee will perform an annual self-evaluation of the Committee's performance and annually reassess the adequacy of and, if appropriate, propose to the Board, any desired changes in, the Committee's Charter.
10. The Committee will perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board of the Company and/or the Chairman of the Board, or as designated in benefit plan documents.