

**Giant Industries, Inc.**  
**Corporate Governance and Nominating Committee Charter**  
**Adopted January 20, 2004**

1. Members. The Board of Directors (the “Board”) of Giant Industries, Inc. (the “Company”) shall appoint a Corporate Governance and Nominating Committee (the “Committee”) of at least three members, consisting entirely of independent directors of the Board, and shall designate one member as chairperson or delegate the authority to designate a chairperson to the Committee. The initial members of the Committee shall be appointed by the Board. Subsequent members of the Committee shall be appointed by the Board upon the recommendation of the Committee. For purposes hereof, the term “independent” shall mean a director that the Board has determined meets the independence requirements of the New York Stock Exchange (“NYSE”) and applicable federal law, including the rules of the Securities and Exchange Commission (the “SEC”).

2. Purpose. The purpose of the Committee is to identify and recommend individuals to the Board for nomination as members of the Board and its committees (including this Committee), to monitor a process to assess Board effectiveness, and to develop and recommend to the Board a set of corporate governance guidelines applicable to the Company.

3. Duties and Responsibilities. The Committee shall have the following duties and responsibilities:

- (i) To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof and to the types of committees the Board has.
- (ii) To identify individuals believed to be qualified to become Board members, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors include:
  - a) Personal qualities, background and reputation reflecting the highest personal and professional integrity, exceptional talent and judgment, and ability to work with other directors and director nominees to build a Board that is effective and responsive to the needs of the stockholders;
  - b) Current knowledge of the communities in which the Company does business, the Company’s industry, other industries relevant to the Company’s business, or other organizations of comparable size;
  - c) Ability and willingness to commit adequate time to Board and committee matters;
  - d) Diversity of viewpoints, background, experience and other demographics; and

- e) The individual's agreement with the Company's Corporate Governance Guidelines.
- (iii) To develop and recommend to the Board standards to be applied in making determinations as to the absence of material relationships between the Company and a director.
- (iv) In the case of a director nominee to fill a Board vacancy created by an increase in the size of the Board, to make a recommendation to the Board as to the class of directors in which the individual should serve.
- (v) To identify Board members qualified to fill vacancies on any committee of the Board (including this Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
- (vi) Establish procedures for an annual self-evaluation of the effectiveness of the Board.
- (vii) Develop and recommend to the Board a set of corporate governance guidelines and a code of ethics applicable to the Company, and to review the guidelines and code of ethics at least once a year.
- (viii) Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

4. Resources. The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

5. Meetings. The Committee shall meet at least once a year, and is empowered to hold special meetings as circumstances require. The meetings may be either in person or telephonically, and at such times and places as the Committee shall determine. The Committee shall report regularly to the Board with respect to its activities. A majority of the members of the Committee shall constitute a quorum. Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all the members of the Committee consent thereto in writing, and the writings are filed with the minutes of the proceedings of the Committee.

6. Security Holder Director Candidates. The Committee may consider director candidates recommended by security holders, but is not required to do so. Security holders may propose nominees for consideration by the Committee by submitting name(s) and supporting information to: Giant Industries, Inc., 23733 N. Scottsdale Road, Scottsdale, Arizona 85255, Attention: Corporate Secretary. In submitting nominees for consideration, security holders should explain why the proposed nominee meets

the factors considered by the Committee that are identified in Section 3(ii) above. All candidates proposed will be evaluated by the same criteria.

7. Performance Evaluation. Annually, the Committee shall produce and provide to the Board a performance evaluation of the Committee and an assessment of the adequacy of the Committee charter. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

8. Equal Opportunity. The Committee adheres to the Company's policy of equal employment by prohibiting discrimination in hiring, promotion, compensation, and other conditions of employment.