

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K

(Mark one)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2023

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 001-35914



MURPHY USA INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

200 Peach Street

El Dorado, Arkansas

(Address of principal executive offices)

46-2279221

(I.R.S. Employer Identification No.)

71730-5836

(Zip Code)

(870) 875-7600

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Common Stock, \$0.01 Par Value

Trading Symbol(s)

MUSA

Name of each exchange on which registered

New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☒ Yes ☐ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. ☐ Yes ☒ No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (\$232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange act.

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐ Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis on incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b)). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter (as of June 30, 2023), based on the closing price on that date of \$311.11 was \$ 6,675,692,000 .

Number of shares of Common Stock, \$0.01 par value, outstanding at January 31, 2024 was 20,806,624 .

Documents incorporated by reference:

Portions of the Registrant's definitive Proxy Statement relating to the 2024 Annual Meeting of Stockholders will be incorporated by reference in Part III herein.

MURPHY USA INC.
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Part I

Item 1. BUSINESS

Murphy USA Inc. ("Murphy USA", the "Company", "we", "us", or "our") was incorporated in Delaware on March 1, 2013 and holds, through its subsidiaries, the former U.S. retail marketing business of its former parent company, Murphy Oil Corporation ("Murphy Oil"), plus other assets and liabilities of Murphy Oil that supported the activities of the U.S. retail marketing operations. In addition, on January 29, 2021, the Company acquired Quick Chek Corporation ("QuickChek"), a privately held convenience store chain.

Our business consists primarily of the marketing of retail motor fuel products and convenience merchandise through a network of 1,733 (as of December 31, 2023) retail stores located in 27 states, of which, 1,577 were branded as Murphy stores and 156 were branded as QuickChek stores. The majority of our existing and new-to-industry ("NTI") retail gasoline stores operate under the brand names of Murphy USA and Murphy Express. Plans are under development to transition all Murphy Express branded stores to the Murphy USA brand name. These locations operate within close proximity to Walmart stores or within preferred markets across 25 states in the Southeast, Southwest, and Midwest areas of the United States. We also operate a combination of convenience stores and convenience stores with retail gasoline under the brand name of QuickChek, which are located in New Jersey and New York. In addition, we market fuel to unbranded wholesale customers through a mixture of Company owned and third-party product distribution terminals and pipeline positions. We are an independent publicly traded company, with low-price, high volume fuel retail outlets selling convenience merchandise through low-cost small store formats and kiosks, as well as larger format stores that have a broader range of merchandise and food and beverage offerings which are driven by key strategic relationships and experienced management.

Our business is subject to various risks. For a description of these risks, see "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included elsewhere in this Annual Report on Form 10-K.

Information about our operations, properties and business segments, including revenues by class of products and financial information by geographic area, are provided on pages 33 through 48, F-12, F-13, F-15, and F-38 through F-39 of this Annual Report on Form 10-K.

Our Competitive Strengths

Our business foundation is built around five reinforcing strengths which we believe provide us a competitive advantage over our peers. These strengths support our Company vision which is to "Deliver every day the quickest, most friendly service and a low-price value proposition to our growing customer base for the products and markets we serve."

Strategic proximity to and complementary relationship with Walmart

Of our network of 1,733 retail stores (as of December 31, 2023), the majority are situated on prime locations located near Walmart stores. We believe our proximity to Walmart stores generates significant traffic to our existing retail stores while our competitively priced gasoline and convenience offerings appeal to our shared customers. We continue to collaborate with Walmart on fuel discount programs, mainly Walmart+, which we believe enhances the customer value proposition as well as the competitive position of both Murphy USA and Walmart.

Winning proposition with value-conscious consumers

Our competitively priced fuel is a compelling offering for value-conscious consumers. Despite a flat long-term outlook in overall gasoline demand (increased vehicle miles traveled in a normal economy essentially offsetting increased fuel efficiency), we believe value-conscious consumers that prefer convenience and service are a growing demand segment. In combination with our high traffic locations, our competitive gasoline prices drive high fuel volumes and gross profit. In addition, we believe we are an industry leader in per-store tobacco sales with our low-priced tobacco products and in total store sales per square foot as we also sell a growing

assortment of single-serve/immediate consumption items. We continue to provide value opportunities to our customers through our Murphy Drive Rewards and QuickChek Rewards loyalty programs which reward customers with discounted and free items based on purchases of qualifying fuel and merchandise, as applicable.

Low cost retail operating model

We operate our Murphy USA and Murphy Express retail gasoline stores with a strong emphasis on fuel sales complemented by a focused convenience offering that allows for a smaller store footprint than most of our competitors. We build a mix of raze-and-rebuild 1,400 square foot stores and NTI 2,800 square foot Murphy stores which we believe have low capital expenditure, maintenance and utility requirements relative to our competitors. Many of our Murphy stores require only one or two associates to be present during business hours and 75% of our stores are located on Company-owned property and do not incur any rent expense. The combination of a focused convenience offering and standardized smaller footprint stores of our Murphy USA and Express brands allow us to achieve lower overhead costs and on-site costs compared to competitors with a much larger store format. Our low cost operating model translates into a low cash fuel breakeven requirement that allows us to weather extended periods of low fuel margins and which has improved by more than 3 cents per gallon ("cpg") since our spin-off in 2013.

Distinctive fuel supply chain capabilities

We source fuel at competitive industry benchmark prices due to the diversity of fuel options available to us in the bulk and rack product markets, our shipper status on major pipeline systems, and our access to numerous terminal locations. In addition, we have a strong distribution system in which we leverage our scale and ratability to deliver the most favorably priced products for our Murphy stores and QuickChek stores with gasoline, further reducing our fuel product costs. By participating in the broader fuel supply chain, we believe our business model provides additional upside exposure to opportunities to enhance margins and volume, such as shifting non-contractual wholesale volumes to protect retail fuel supply during periods of constrained supply and elevated margins. These activities demonstrate our belief that participating in the broader fuel supply chain provides us with added flexibility to ensure reliable low-cost fuel supply in various market conditions especially during periods of significant price volatility or delivery difficulties. It would take substantial time and investment, both in expertise and assets, for a competitor to replicate our existing position, and we believe this continues to be a significant barrier to any attempt to emulate our business model.

Resilient financial profile and engaged team

Our predominantly fee-simple asset base, ability to generate attractive gross margins through our low-price, high-volume strategy, and our low overhead costs should help us endure prolonged periods of unfavorable commodity price movements and compressed fuel margins. We also believe our conservative financial structure further protects us from the inherently volatile fuel environment. We expect that our strong cash position combined with availability under our credit facility will continue to provide us with a significant level of liquidity to help maintain a disciplined capital expenditure program focused on growing ratably through periods of both high and low fuel margins.

We have acquired through share repurchases approximately \$3.0 billion of our common stock in a little more than ten years of operation. During the year 2023, we repurchased a total of 1,026,300 common shares for \$333.2 million, for an average price of \$324.62 per share. Repurchases in 2023 were made pursuant to our now completed \$1 billion 2021 authorization and our \$1.5 billion 2023 authorization. As of December 31, 2023, we had approximately \$1.4 billion remaining under our 2023 authorization. Additionally, in order to provide a consistent and meaningful return of capital to shareholders independent of share repurchases, we raised our quarterly dividend four times during 2023 from \$0.35 per share in Q4 2022 to \$0.41 per share, or \$1.64 per share on an annualized basis as of Q4 2023.

We have approximately 15,600 dedicated and hardworking employees as of December 31, 2023, that are actively engaged to serve the customer, whether it is the external retail consumer or their internal co-workers. We believe our sustainable business model and organic growth opportunities support an employee value proposition that makes Murphy USA an attractive place to work.

Our Business Strategy

Our business strategy reflects a set of coherent choices that leverage our differentiated strengths and capabilities.

Grow organically

We intend for our evolving NTI real estate strategy to be a key driver of our organic growth over the next several years, which is demonstrated by the over 500 stores that have been added to Murphy USA since our 2013 spin-off from Murphy Oil Corporation. We expect to build at least 30 to 35 NTI locations and at least 35 raze-and-rebuilds in 2024 and are targeting at least 45 NTI and at least 35 raze-and-rebuilds per year in future periods, focusing on high-return locations either in high traffic areas, near Walmart Supercenters as a complement to higher performing existing stores in smaller markets, or by strategic infill in our core market areas complemented by our supply chain capabilities. While we were previously focused on smaller store size, we now expect to build more Murphy branded NTI stores that are 2,800 square feet or larger, as well as our NTI QuickChek branded locations in their existing footprint, which average between 5,000 to 7,000 square feet in size. Our real estate development team works to maintain a multi-year pipeline of projects that supports continued ratable expansion in these high-return locations.

Diversify merchandise mix

We plan to continuously evaluate our remaining kiosk strategy in an effort to maximize our store economics and return on investment. Complementary to that strategy, we are continually refining Murphy branded 1,400 square foot and 2,800 square foot designs to create a foundation for increasing higher-margin non-tobacco sales and diversifying our merchandise offerings. Key to achieving the highest potential returns from our large and small format stores is the development and execution of enhanced food and beverage ("F&B") capabilities by leveraging QuickChek's F&B offering. We expect to further expand merchandise revenue and margins through our primary supplier relationship with Core-Mark Holding Company, Inc. ("Core-Mark") and in addition, to optimize our promotional planning, merchandise assortment, and pricing effectiveness, in order to help boost overall store returns.

Sustain cost leadership position

We believe that sustaining our low cost position is a strategic advantage as a retailer of commodity products. We are undertaking several initiatives for the purpose of increasing efficiency which should allow us to continue to beat inflation on per-store operating costs to help sustain low store-level costs. We also believe that through our planned growth and efficiency initiatives, we can control overhead costs to support an overall improvement in store returns and keep costs properly scaled as we grow organically. In order to do this successfully, we will focus on the continued development of our employees and foster an operating culture aligned with business performance, including cost leadership.

Create advantage from market volatility

We plan to continue to focus our product supply and wholesale efforts on activities that enhance our ability to be a low-price retail fuel leader and our ability to take advantage of fuel price volatility. We will continue to invest in capabilities and asset positions that support our supply chain strategy. Our distinctive business model and supply chain advantage allows us to deliver consistent margins over time and withstand periods of volatility and uncertainty.

Invest for the long term

We maintain a portfolio of predominantly fee-simple assets and utilize what we believe to be an appropriate debt structure that will allow us to be resilient during times of volatility in fuel demand, price, and margin. We believe our strong financial position should allow us to profitably execute our low-cost, high volume retail strategy through periods of both high and low fuel margins while preserving the ability to re-invest in and grow our existing stores, brand image and supporting capabilities such as enhancing our food and beverage offerings. Furthermore, in addition to our store-development capital and investments in new capabilities, we

have diversified our shareholder distribution mechanism to provide consistent return of capital through quarterly cash dividends and meaningful share repurchase programs as we continue to focus on maximizing shareholder value.

Industry Trends

We operate within the large, growing, competitive and highly fragmented U.S. retail fuel and convenience store industry. Several key industry trends and characteristics, include:

- Sensitivity to gas prices among cost conscious consumers, and increasing customer demand for low-priced fuel;
- Highly fragmented nature of the industry providing larger chain operators like Murphy USA with significant scale advantage;
- Significantly increased fuel capacity in the marketplace by the addition of NTI retail fuel and convenience stores, and
- High levels of consumer traffic around supermarkets and large format hypermarkets, supporting complementary demand at nearby and cross-promoted retail fuel stores.

Corporate Information

Murphy USA was incorporated in Delaware on March 1, 2013 and our business consists of U.S. retail marketing operations. Our Murphy USA headquarters is located at 200 Peach Street, El Dorado, Arkansas 71730 and our general telephone number is (870) 875-7600. Our Internet website is www.murphyusa.com. Our website and the information contained on that site, or connected to that site, are not incorporated by reference into this Annual Report on Form 10-K. Shares of Murphy USA common stock are traded on the NYSE under the ticker symbol "MUSA".

Description of Our Business

We market fueling products and convenience merchandise through a network of Company retail stores. We also market to unbranded wholesale customers through a mixture of Company owned and third-party terminals. During 2023, the Company sold approximately 4.8 billion gallons of motor fuel through our retail outlets. Below is a table that lists the states where we operate our stores at December 31, 2023 and the number of stores in each state.

State	No. of stores	State	No. of stores	State	No. of stores
Alabama	81	Kentucky	48	New York	20
Arkansas	69	Louisiana	80	North Carolina	91
Colorado	37	Michigan	27	Ohio	44
Florida	142	Missouri	50	Oklahoma	55
Georgia	99	Mississippi	55	South Carolina	72
Iowa	22	Nebraska	5	Tennessee	93
Illinois	43	Nevada	4	Texas	365
Indiana	39	New Jersey	136	Utah	5
Kansas	7	New Mexico	21	Virginia	23
				Total	1,733

The following table provides a history of our store count during the three-year period ended December 31, 2023:

	Years Ended December 31,		
	2023	2022	2021
Start of period	1,712	1,679	1,503
Acquired	—	—	156
New construction	28	36	23
Closed or sold	(7)	(3)	(3)
End of period	1,733	1,712	1,679

The following table present the numbers of our owned and leased stores at December 31, 2023:

	Located on Owned land	Located on Leased Property ^{3,5}	Total Stores
Murphy branded ¹	1,293	185	1,478
Leased from Walmart ²	—	99	99
QuickChek ^{3,4,5}	10	—	10
Stores with leased land	—	39	39
Stores with leased land and buildings	—	107	107
Total stores operated	1,303	430	1,733

¹Leases for Murphy branded stores are operating leases

²This table excludes 3 locations that were disposed of in prior years but remain subleased from Walmart to the buyer

³Operating leases have an average remaining term, including renewals, of 26 years

⁴Leases for QuickChek land are operating leases and QuickChek store buildings are finance leases

⁵Finance leases have an average remaining term, including renewals, of 23 years

We have purchased from Walmart the properties underlying many of our stores, and each of these properties that were purchased from Walmart are subject to Easements and Covenants with Restrictions Affecting Land ("ECRs"), which impose customary restrictions on the use of such properties, which Walmart has the right to enforce. In addition, pursuant to the ECRs, certain transfers involving these properties are subject to Walmart's right of first refusal or right of first offer. Also pursuant to the ECRs, we are prohibited from transferring such properties to a competitor of Walmart.

For risks related to our agreements with Walmart, including the ECRs, see "Risk Factors—Risks Relating to Our Business—Walmart retains certain rights in its agreements with us, which may adversely impact our ability to conduct our business."

For the remaining stores located on or adjacent to Walmart property that are not owned, we have a master lease agreement that allows us to rent land from Walmart. The master lease agreement contains general terms applicable to all rental stores on Walmart property in the United States. The term of the leases is ten years at each store, with us holding four successive five-year extension options at each site. Approximately half of the leased sites have over 10 years of term remaining, including renewals, should the Company decide to exercise the renewal options. The agreement permits Walmart to terminate it in its entirety, or only as to affected sites, at its option under customary circumstances (including in certain events of bankruptcy or insolvency), or if we improperly transfer the rights under the agreements to another party. In addition, the master lease agreement prohibits us from selling a leased store or allowing a third party to operate a leased store without written consent from Walmart.

For more information about our operating leases, see Note 20 "Leases" to the accompanying audited consolidated financial statements for the three years ended December 31, 2023.

We have numerous sources for our retail fuel supply, including nearly all of the major and large oil companies operating in the U.S. We purchase fuel from oil companies, independent refiners, and other marketers at rates that fluctuate with market prices and generally are reset daily, and we sell fuel to our customers at prices that we establish daily. All fuel is delivered by the truckload as needed to replenish supply at our Company stores. Our retail inventories of fuel turn approximately once daily. By establishing motor fuel supply relationships with several alternate suppliers for most locations, we believe we are able to effectively create competition for our purchases among various fuel suppliers. We also believe that purchasing arrangements with multiple fuel suppliers may help us avoid product outages during times of motor fuel supply disruptions. At some locations, however, there are limited suppliers for fuel in that market and we may have only one supplier. Our refined products are distributed through a few product distribution terminals that are wholly owned and operated by us and from numerous terminals owned by others. About half of our wholly owned terminals are supplied by marine transportation and the rest are supplied by pipeline. We also receive products at terminals owned by others either in exchange for deliveries from our terminals or by outright purchase.

In addition to the motor fuel sold at our Company stores, our stores carry a broad selection of snacks, beverages, tobacco products and non-food merchandise, as well as a greater food and beverage offering at our QuickChek locations. In 2023, we purchased more than 77% of our merchandise from a single vendor, Core-Mark, with whom we renewed a new five-year supply agreement in January 2021.

A statistical summary of key operating and financial indicators for each of the five years ended December 31, 2023 are reported below.

	As of December 31,				
	2023	2022	2021	2020	2019
Branded retail outlets:					
Murphy USA® and Murphy Express	1,577	1,555	1,521	1,503	1,489
QuickChek®	156	157	158	—	—
Total	1,733	1,712	1,679	1,503	1,489
Retail marketing:					
Total fuel contribution (cpg) ¹	31.4	34.3	26.3	25.2	16.1
Retail fuel margin per gallon (cpg) ¹	27.6	29.6	21.9	22.9	13.8
Gallons sold per store month (in thousands)	242.0	244.6	229.4	219.5	248.3
Merchandise sales revenue per store month (in thousands)	\$ 199.1	\$ 193.5	\$ 186.7	\$ 166.3	\$ 148.7
Merchandise margin as a percentage of merchandise sales	19.7%	19.7%	19.1%	15.6%	16.0%

¹ Represents net sales prices for fuel less purchased cost of fuel.

Our business is organized into one reporting segment (Marketing). The Marketing segment includes our retail marketing stores and product supply and wholesale assets. For operating segment information, see Note 22 "Business Segments" in the accompanying audited consolidated financial statements for the three-year period ended December 31, 2023.

Competition

The U.S. petroleum business is highly competitive, particularly with regard to accessing and marketing petroleum and other refined products. We compete with other chains of retail fuel stores for fuel supply and in the retail sale of refined products to end consumers, primarily on the basis of price, but also on convenience and consumer appeal. In addition, we may also face competition from other retail fueling stores that adopt marketing strategies similar to ours by associating with non-traditional retailers, such as quick service restaurants, supermarkets, discount club stores and hypermarkets, particularly in the geographic areas in which we operate. We expect that our industry will continue to trend toward this model, resulting in increased

competition to us over time. Moreover, because we do not produce or refine any of the petroleum or other refined products that we market, we compete with retail gasoline companies that have ongoing supply relationships with affiliates or former affiliates that manufacture refined products. We also compete with integrated companies that have their own production and/or refining operations that are at times able to offset losses from marketing operations with profits from producing or refining operations and may be better positioned to withstand periods of depressed retail margins or supply shortages. In addition, we compete with other retail and wholesale gasoline marketing companies that have more extensive retail outlets and greater brand name recognition. Some of our competitors have been in existence longer than we have and have greater financial, marketing and other resources than we do. As a result, these competitors may have a greater ability to bear the economic risks inherent in all phases of our business and may be able to respond better to changes in the economy and new opportunities within the industry.

The retail gasoline industry in the United States is highly competitive due to ease of entry and constant change in the number and type of retailers offering similar products and services. With respect to merchandise, our retail stores compete with other convenience store chains, independently owned convenience stores, supermarkets, drugstores, discount clubs, gasoline service stores, mass merchants, fast food operations and other similar retail outlets. Non-traditional retailers, including supermarkets, discount club stores and mass merchants, now compete directly with retail gasoline stores. These non-traditional gasoline retailers have obtained a significant share of the gasoline market, and their market share is expected to grow, and these retailers may use promotional pricing or discounts, both at the fuel pump and in the convenience store, to encourage in-store merchandise sales and gasoline sales. In addition, some large retailers and supermarkets are adjusting their store layouts and product prices in an attempt to appeal to convenience store customers. Major competitive factors are: location, ease of access, product and service selection, gasoline brands, pricing, customer service, store appearance, cleanliness and safety.

Market Conditions and Seasonality

Market conditions in the oil and gas industry are cyclical and subject to global economic and political events, such as Russia's invasion of Ukraine, that upset global supply and demand and impact the price of crude oil and to new and changing governmental regulations. Our operating results are affected by price changes in crude oil, natural gas and refined products, pandemics that may lead to travel restrictions or changed customer behavior, and changes in competitive conditions in the markets we serve.

Oil prices, wholesale motor fuel costs, motor fuel sales volumes, motor fuel gross margins and merchandise sales can be subject to seasonal fluctuations. Consumer demand for motor fuel typically increases during the summer driving season, and typically falls during the winter months. Travel, recreation and construction are typically higher in these months in the geographic areas in which we operate, increasing the demand for motor fuel and merchandise that we sell. Therefore, our revenues and sales volumes are typically higher in the second and third quarters of our fiscal year. A significant change in any of these factors, including a significant decrease in consumer demand (other than typical seasonal variations), could materially affect our motor fuel and merchandise volumes, motor fuel gross profit and overall customer traffic, which in turn could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Trademarks

In the highly competitive business in which we operate, our trade names, service marks and trademarks are important to distinguish our products and services from those of our competitors. We sell gasoline primarily under the Murphy USA® and Murphy Express brands, which we acquired from Murphy Oil. We acquired ownership of the QuickChek® trademark and others as a result of the QuickChek acquisition. We are not aware of any facts which would negatively impact our continuing use of any of the above trade names, service marks or trademarks.

Technology Systems

All of our Company stores use a standard hardware and software platform for point-of-sale ("POS") that facilitates item level scanning of merchandise for sales and inventory, and the secure acceptance of all major payment methods – cash, check, credit, debit, fleet and mobile. In addition, our QuickChek stores have self-

service checkouts and support third-party delivery services. Our standard approach to large scale and geographically dispersed deployments reduces total technology cost of ownership for the POS and inherently makes the system easier to use, support, and replace. This POS technology strategy reflects close alignment with our growth plan.

We use a combination of software as a service, commercial off-the-shelf software, and custom software applications developed using modern industry standard tools and methodologies to manage and run our business. For our financial systems, we use enterprise class systems which provide significant flexibility in managing corporate and store operations, as well as scalability for growth.

We invest in disaster recovery, system backups, redundancy, firewall, remote access security and virus and spam protection to promote a high level of system security and availability. We have systems, business policies and processes around access controls, password expirations and file retention to promote a high level of control within our technology network. See Item 1C. "Cybersecurity" for additional information.

Environmental

We are subject to numerous federal, state and local environmental laws, regulations and permit requirements. Such environmental requirements have historically been subject to frequent change and have tended to become more stringent over time. While we strive to comply with these environmental requirements, any violation of such requirements can result in litigation, increased costs or the imposition of significant civil and criminal penalties, injunctions or other sanctions. Compliance with these environmental requirements affects our overall cost of business, including capital costs to construct, maintain and upgrade equipment and facilities, and ongoing operating expenditures. We maintain sophisticated leak detection and remote monitoring systems for underground storage tanks at most of our retail fueling stores and install up-to-date tank, piping, and monitoring systems at our new stores. We operate above ground bulk petroleum tanks at our terminal locations and have upgraded certain product lines and conduct annual monitoring to help mitigate the risk of potential soil and groundwater contamination. We allocate a portion of our capital expenditure program to comply with environmental laws and regulations, and such capital expenditures are projected to be approximately \$7.1 million in 2024.

We could be subject to joint and several as well as strict liability for environmental contamination. Some of our current and former properties have been operated by third parties whose handling and management of hazardous materials were not under our control, and substantially all of them have or previously had motor fuel or petroleum product storage tanks. Pursuant to certain environmental laws and regulations, we could be responsible for investigating and remediating contamination relating to such stores, including impacts attributable to prior site occupants or other third parties, and for implementing remedial measures to mitigate the risk of future contamination. We may also have liability for contamination and violations of environmental laws and regulations under contractual arrangements with third parties, such as landlords and former owners of our sites, including at our sites in close proximity to Walmart stores. Contamination has been identified at certain of our current and former terminals and retail fueling stores, and we are continuing to conduct investigation and remediation activities in relation to such properties. The discovery of additional contamination or the imposition of further investigation or remediation obligations at these or other properties could result in significant costs. In some cases, we may be eligible to receive money from state "leaking petroleum storage tank" trust funds to help fund remediation. However, receipt of such payments is subject to stringent eligibility requirements and other limitations that can significantly reduce the availability of such trust fund payments and may delay or increase the duration of associated cleanups. We could also be held responsible for contamination relating to third-party sites to which we or our predecessors have sent hazardous materials for recycling or disposal. We are currently identified as a potentially responsible party ("PRP") in connection with one such disposal site. Any such contamination, leaks from storage tanks or other releases of regulated materials could result in claims against us by governmental authorities and other third parties for fines or penalties, natural resource damages, personal injury, and property damage. From time to time, we are subject to legal and administrative proceedings governing the investigation and remediation of contamination or spills from current and past operations, including from our terminal operations and leaking petroleum storage tanks.

Consumer demand for our products may be adversely impacted by fuel economy standards as well as greenhouse gas ("GHG") vehicle emission reduction measures. The U.S. Environmental Protection Agency

("EPA") and the National Highway Traffic Safety Administration ("NHTSA") issued Corporate Average Fuel Economy ("CAFE") standards in 2012 that set fuel economy standards and regulated emissions of GHGs for fleets of 2017-2025 model year cars and light duty trucks. In 2016, the NHTSA finalized a rule imposing stricter penalties against those who exceed CAFE standards. In December 2021, the EPA finalized standards for 2023-2026 model years that are more stringent than those in prior standards from 2020. In March 2022 NHTSA finalized CAFE standards addressing the 2024-2026 model years that are more stringent than those in prior standards from 2020. In July 2023, NHTSA proposed CAFE standards for passenger cars and light trucks built in model years 2027-2032, and new fuel efficiency standards for heavy-duty pickup trucks and vans built in model years 2030-2035. The proposal would require an industry fleet-wide average of approximately 58 miles per gallon for passenger cars and light trucks in MY 2032, by increasing fuel economy by 2% year over year for passenger cars and by 4% year over year for light trucks. For heavy-duty pickup trucks and vans, the proposal would increase fuel efficiency by 10% year over year. The EPA and NHTSA also regulate GHG emission and fuel efficiency standards for medium and heavy-duty vehicles and in August 2016, jointly finalized "Phase 2" vehicle and engine performance standards covering model years 2021 through 2027, which apply to semi-trucks, large pick-up trucks and vans, and all types and sizes of buses and work trucks. In December 2022, the EPA finalized a rule that sets more stringent standards to reduce pollution from heavy duty vehicles and engines beginning with model year 2027; this was the first rulemaking under the EPA's Clean Trucks Plan, which is an EPA regulatory initiative to reduce GHG emissions and other harmful air pollutants from heavy-duty trucks via various rulemakings. On April 12, 2023, the EPA announced new, more ambitious proposed standards to further reduce air pollutant emissions from light-duty and medium-duty vehicles starting with model year 2027. These and any future increases in or changes to fuel economy standards or GHG emission reduction requirements could decrease demand for our products.

Air emissions from our facilities are also subject to regulation. For example, certain of our fueling stores may be required to install and maintain vapor recovery systems to control emissions of volatile organic compounds to the air during the vehicle fueling process. Although the EPA declined to revise national ambient air quality standards for ground level ozone in December 2020, the EPA under a President Biden administration may revise such standards, which could require additional equipment upgrades and operating controls that could increase our capital and operating expenses. Any other future environmental regulatory changes applicable to our business or operations may also result in increased compliance costs.

Our business is also subject to increasingly stringent laws and regulations governing the content and characteristics of fuel. For example, the gasoline we sell generally must meet increasingly rigorous sulfur and benzene standards. In addition, renewable fuel standards generally require refiners and gasoline blenders to meet certain volume quotas or obtain representative trading credits for renewable fuels that are established as a percentage of their finished product production. Such fuel requirements and renewable fuel standards may adversely affect our wholesale fuel purchase costs.

Sale of Regulated Products

In certain areas where our retail stores are located, state or local laws limit the hours of operation for the sale of alcoholic beverages and restrict the sale of alcoholic beverages and tobacco products to persons younger than a certain age. State and local regulatory agencies have the authority to approve, revoke, suspend or deny applications for and renewals of permits and licenses relating to the sale of alcoholic beverages, as well as to issue fines to convenience stores for the improper sale of alcoholic beverages and tobacco products. Failure to comply with these laws may result in the loss of necessary licenses and the imposition of fines and penalties on us. Such a loss or imposition could have a material adverse effect on our business, liquidity and results of operations. In many states, retailers of alcoholic beverages have been held responsible for damages caused by intoxicated individuals who purchased alcoholic beverages from them. While the potential exposure for damage claims as a seller of alcoholic beverages and tobacco products is substantial, we have adopted procedures intended to minimize such exposure. We also adhere to the rules governing lottery sales as determined by state lottery commissions in each state in which we make such sales.

Safety

We are subject to the requirements of the federal Occupational Safety and Health Act ("OSHA") and comparable state statutes that regulate the protection of the health and safety of workers. In addition, the OSHA hazard communication standard requires that certain information be maintained about hazardous materials used or produced in our operations and that this information be provided to employees, state and local government authorities and citizens.

Other Regulatory Matters

Our retail stores are also subject to regulation by federal agencies and to licensing and regulations by state and local health, sanitation, fire and other departments relating to the development and operation of retail stores, including regulations relating to zoning and building requirements and the preparation and sale of food. Difficulties in obtaining or failures to obtain the required licenses or approvals could delay or prevent the development of a new retail store in a particular area.

Our operations are also subject to federal and state laws governing such matters as wage rates, overtime and citizenship requirements. At the federal and state levels, there are proposals under consideration from time to time to increase minimum wage rates and periods of protected leaves. Increases in wages, overtime pay, or benefits due to changes in the statutory minimum salary requirements or minimum wage rates or mandated health benefits would result in an increase in our labor costs. Such cost increases, or the penalties for failing to comply, could adversely affect our business, financial condition, and results of operations. We monitor such changes to ensure our continued compliance with these ever-changing regulations.

Human Capital

At Murphy USA, we know that the strength of our workforce is critical to our long-term success and we strive to build upon this through the foundation laid by our Principles. As of December 31, 2023, Murphy USA had approximately 15,600 employees, including 5,900 full-time employees, and 9,700 part-time employees working at our stores, support centers, and corporate headquarters.

Murphy USA is committed to the attraction, development, retention, and safety of our employees. Our initiatives for fiscal year 2023 addressed, among other things, (i) Our Principles, (ii) Inclusion and Diversity, (iii) Talent Management, (iv) Total Rewards, and (v) Workforce Safety.

Our Principles are the heart of our rich culture, creating the foundation of how we operate at Murphy USA. They are the values that shape the strong character of our company. The basis for our human capital management focus is driven by our core Principles of Integrity, Respect, Citizenship, and Spirit.

Integrity	Respect	Citizenship	Spirit
Be persistently ethical and honest to foster trust . We carry ourselves with a quiet confidence because we know that – in the long run — our character will speak for itself. We always do the right thing, even when no one is watching.	Value and appreciate others. We encourage and promote diverse approaches in all our thoughts, ideas and actions. We understand the value gained through embracing the strengths, experiences, and perspectives of others.	Believe in the power of good actions. We are committed to the greater good for our employees, company, customers, suppliers and other stakeholders. We are responsible and involved in the communities in which we live and work as ambassadors of Murphy USA.	Strive to be the best. We are highly engaged and truly care about what we do and how we are perceived. We have a strong desire to exceed our customers' expectations. We work closely with each other to drive our success through reliable and consistent execution.

We are committed to living our Principles, specifically, the principle of "Respect" as it relates to inclusion and diversity. We are intentional about working towards increasing visible and invisible diversity throughout Murphy USA through several talent initiatives:

- We invest in established partnerships with HBCUs.
- We identify critical roles and potential successors with our succession management program.
- We strive to lift up talent through differentiated and personalized development opportunities .

We employ thoughtful talent management strategies, including annual succession planning, semi-annual people reviews, promotion review committees, mid-year and annual performance reviews, and cohort performance review calibrations.

We are dedicated to helping our employees succeed professionally by offering a robust suite of learning and development opportunities.

- Our field teams have comprehensive functional training programs at each level.
- We have individual development plans (IDPs) and an eLearning platform to support employee-driven development.
- We offer a formal stretch role and assignment process to support development at all levels.
- We have a mentorship process.
- Leadership development opportunities are available for all leaders.
- We provide tuition reimbursement for home office employees, store managers, and assistant store managers.
- We sponsor employees seeking to earn their GED.

We have demonstrated a history of investing in our employees by offering competitive salaries and wages. We offer comprehensive benefit packages designed to support employees' overall well-being. We have benefit packages available at all levels of the organization. The benefits package offered to our full-time employees includes:

- Comprehensive health benefits (both in-person and telehealth), flex spending accounts & health savings accounts, prescription, dental, and vision benefits.
- Life insurance, accident and hospital indemnity insurance and critical illness insurance.
- Long-term disability and short-term disability, leave of absence benefits.
- Parental leave available to all new parents for birth, adoption or foster placement.
- An Employee Assistance Program.
- 401K program with company match.
- Paid time off including: vacation, sick, parental, bereavement, and holidays.

A thoughtful and well-planned approach has been taken to evaluate and execute benefits consolidation between Murphy USA and QuickChek, where appropriate. At present, several QuickChek benefit programs and vendors have been consolidated with Murphy USA's, including medical, dental, vision, flexible spending, and retirement. We continue to evaluate QuickChek's benefit plans, and such evaluation could lead to additional consolidation with the Murphy USA plans in the future.

We are committed to keeping our employees and customers safe through fostering and maintaining a strong safety culture and emphasizing the importance of our employees' role in identifying, mitigating and communicating safety risks. We have continued to build our rapid response program to ensure safety events (i.e., slip and falls, medical emergencies, and vehicle accidents) are escalated quickly and responded to efficiently.

Properties

Our headquarters of approximately 120,000 square feet is located at 200 Peach Street, El Dorado, Arkansas. We also own and operate two other office buildings in El Dorado, Arkansas that house our store support center and technology services personnel, and we own and operate an office building and training center in Whitehouse Station, New Jersey for our QuickChek store support personnel. We have numerous owned and leased properties for our retail fueling stores as described under "Description of Our Business," as well as wholly-owned product distribution terminals.

Website access to SEC Reports

Interested parties may obtain the Company's public disclosures filed with the Securities and Exchange Commission (SEC), including Form 10-K, Form 10-Q, Form 8-K and other documents, by accessing the Investor Relations section of Murphy USA Inc.'s website at ir.corporate.murphyusa.com.

Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendments to these reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities and Exchange Act of 1934 are available on our website, free of charge, as soon as reasonably practicable after such reports are filed with, or furnished to, the SEC. Alternatively, you may access these reports at the SEC's website at <http://www.sec.gov>. The information contained on these websites referenced herein is not incorporated by reference into this filing.

Item 1A. RISK FACTORS

You should carefully consider each of the following risks and all of the other information contained in this Annual Report on Form 10-K.

Our business, prospects, financial condition, results of operations or cash flows could be materially and adversely affected by any of these risks, and, as a result, the trading price of our common stock could decline.

Risks Relating to our Company

Our business and our reputation could be adversely affected by the failure to protect sensitive customer, employee or vendor data or to comply with applicable regulations relating to data security and privacy.

In the normal course of our business as a gasoline and merchandise retailer, we obtain large amounts of personal data, including credit and debit card information from our customers. We also engage third-party vendors that provide technology, systems, and services to facilitate our collection, retention, processing and transmission of this information. A breakdown or a breach in our systems or in the systems of our third-party vendors that results in the unauthorized release of individually identifiable customer or other sensitive data could have a material adverse effect on our reputation, operating results and financial condition. Such a breakdown or breach could also materially increase the costs we incur to protect against such risks. Also, a material failure on our part, or the part of our vendors, to comply with regulations relating to our obligation to protect such sensitive data or the privacy rights of our customers, employees and others could subject us to fines or other regulatory sanctions and potentially to lawsuits and adversely affect our brand name.

Our operations present hazards and risks, which may not be fully covered by insurance, if insured. If a significant accident or event occurs for which we are not adequately insured, our operations and financial results could be adversely affected.

The scope and nature of our operations are subject to a variety of operational hazards and risks, including explosions, fires, toxic emissions, and natural catastrophes that must be managed through continual oversight and control. These and other risks are present throughout our operations. As protection against these hazards and risks, we maintain insurance against many, but not all, potential losses or liabilities arising from such risks. Uninsured losses and liabilities arising from operating risks could reduce the funds available to

us for capital and investment spending and could have a material adverse effect on our financial condition, results of operations and cash flows.

Our indebtedness could restrict our business and adversely impact our financial condition, results of operations or cash flows; our leverage could increase the overall cost of debt funding and decrease the overall debt capacity and commercial credit available to us in the future.

We have debt obligations that could restrict our business and adversely impact our financial condition, results of operations or cash flows. This outstanding indebtedness could have significant consequences to our future operations, including:

- making it more difficult for us to meet our payment and other obligations under our outstanding debt;
- resulting in an event of default if we fail to comply with the financial and other restrictive covenants contained in our debt agreements, which event of default could result in all of our debt becoming immediately due and payable;
- reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions and other general corporate purposes, and limiting our ability to obtain additional financing for these purposes;
- limiting our flexibility in planning for, or reacting to, and increasing our vulnerability to, changes in our business, the industry in which we operate and the general economy; and
- placing us at a competitive disadvantage compared to our competitors that have less debt or are less leveraged.

Any of the above-listed factors could have an adverse effect on our business, financial condition and results of operations.

In addition, our credit facilities and the indentures that govern the notes include restrictive covenants that, subject to certain exceptions and qualifications, restrict or limit our ability and the ability of our restricted subsidiaries to, among other things, incur additional indebtedness, pay dividends, make certain investments, sell certain assets and enter into certain strategic transactions, including mergers and acquisitions. These covenants and restrictions could affect our ability to operate our business, and may limit our ability to react to market conditions or take advantage of potential business opportunities as they arise.

Our leverage may increase the overall cost of debt funding and decrease the overall debt capacity and commercial credit available to us. Our leverage could increase with additional borrowings on our shelf registration statement. We have below investment-grade ratings on our notes from Moody's and S&P while our credit facilities are rated investment grade. Our credit ratings could be lowered or withdrawn entirely by a ratings agency if, in its judgment, the circumstances warrant. If our existing ratings are lowered, or otherwise we do not obtain an investment grade rating in the future for the notes, or if we do and a rating agency were to downgrade us again to below investment grade, our borrowing costs would increase and our funding sources could decrease. Actual or anticipated changes or downgrades in our ratings, including any announcement that our ratings are under review for a downgrade, could adversely affect our business, cash flows, financial condition and operating results.

Our ability to meet our payment obligations under the notes and our other debt depends on our ability to generate significant cash flow in the future.

Our ability to meet our payment and other obligations under our debt instruments, including the notes, depends on our ability to generate significant cash flow in the future. This, to some extent, is subject to general economic, financial, competitive, legislative and regulatory factors as well as other factors that are beyond our control. We cannot provide assurance that our business will generate cash flow from operations, or that future borrowings will be available to us under our credit agreement or any future credit facilities or otherwise, in an amount sufficient to enable us to meet our payment obligations under the notes and our other debt and to fund other liquidity needs. If we are not able to generate sufficient cash flow to service our debt obligations, we may need to refinance or restructure our debt, including the notes, sell assets, reduce or delay capital investments,

or seek to raise additional capital. If we are unable to implement one or more of these alternatives, we may not be able to meet our payment obligations under the notes and our other debt.

Despite our current indebtedness levels, we may be able to incur substantially more debt. This could exacerbate further the risks associated with our leverage.

We and our subsidiaries may incur substantial additional indebtedness, including secured indebtedness, in the future, subject to the terms of the indentures governing the notes and our credit agreement that limit our ability to do so. Such additional indebtedness may include additional notes, which will also be guaranteed by the guarantors, to the extent permitted by the indentures and our credit agreement. Although the indentures limit our ability and the ability of our subsidiaries to create liens securing indebtedness, there are significant exceptions to these limitations that will allow us and our subsidiaries to secure significant amounts of indebtedness without equally and ratably securing the notes. If we or our subsidiaries incur secured indebtedness and such secured indebtedness is either accelerated or becomes subject to a bankruptcy, liquidation or reorganization, our and our subsidiaries' assets would be used to satisfy obligations with respect to the indebtedness secured thereby before any payment could be made on the notes that are not similarly secured. In addition, the indentures governing the Senior Notes will not prevent us or our subsidiaries from incurring other liabilities that do not constitute indebtedness. If new debt or other liabilities are added to our current debt levels, the related risks that we now face could intensify.

Failure to maintain the quality and safety of our food products could adversely impact our reputation and business.

As we continue to focus on enhancing our food and beverage offerings, concerns regarding the quality or safety of our food products or our food supply chain, even if factually incorrect or based on isolated incidents, could hurt our sales of prepared food products and possibly lead to product liability and personal injury claims, litigation, government agency investigations and damages.

We may need to recognize impairment charges related to goodwill, identified intangible assets and fixed assets.

We have balances of goodwill and intangible assets as a result of the QuickChek acquisition. We are required to test goodwill and any other intangible assets with an indefinite life for possible impairment on the same date each year and on an interim basis if there are indicators of a possible impairment. We are also required to evaluate amortizable intangible assets and fixed assets for impairment if there are indicators of a possible impairment.

There is significant judgement required in the analysis of a potential impairment of goodwill, identified intangible assets and fixed assets. If, as a result of a general economic slowdown, deterioration in one or more of the markets in which we operate or impairment in our financial performance and/or future outlook, the estimated fair value of our long-lived assets decreases, we may determine that one or more of our long-lived assets is impaired. An impairment charge would be determined based on the estimated fair value of the assets and any such impairment charge could have a material adverse effect on our business, financial condition and results of operations.

In connection with our Separation from Murphy Oil, Murphy Oil has agreed to indemnify us for certain liabilities and we have agreed to indemnify Murphy Oil for certain liabilities. If we are required to act under these indemnities to Murphy Oil, we may need to divert cash to meet those obligations and our financial results could be negatively impacted. The Murphy Oil indemnity may not be sufficient to insure us against the full amount of liabilities for which it will be allocated responsibility, and Murphy Oil may not be able to satisfy its indemnification obligations to us in the future.

Pursuant to the Separation and Distribution Agreement ("the Separation") and certain other agreements with Murphy Oil, Murphy Oil has agreed to indemnify us for certain liabilities, and we have agreed to indemnify Murphy Oil for certain liabilities. Indemnities that we may be required to provide Murphy Oil are not subject to any cap, may be significant and could negatively impact our business, particularly indemnities relating to our actions that could impact the tax-free nature of the distribution. Third parties could also seek to hold us

responsible for any of the liabilities that Murphy Oil has agreed to retain, and under certain circumstances, we may be subject to continuing contingent liabilities of Murphy Oil following the Separation. Further, Murphy Oil may not be able to fully satisfy its indemnification obligations. Moreover, even if we ultimately succeed in recovering from Murphy Oil any amounts for which we are held liable, we may be temporarily required to bear these losses ourselves. Each of these risks could negatively affect our business, results of operations and financial condition.

The anticipated benefits of the QuickChek acquisition may not be realized or those benefits may take longer to realize than expected.

The long-term success of the QuickChek acquisition will depend on our ability to realize the forecasted benefits and cost savings from our acquisition of QuickChek. We may not be able to maintain the growth rate, levels of revenue, earnings, or operating efficiency that we and QuickChek have achieved to-date, or might have achieved separately.

Many factors affecting our ability to realize anticipated benefits are outside of our control and any one of them could result in increased costs, decreases in the amount of expected revenues, and could materially impact our business, financial condition, and results of operations. In addition, even upon fully integrating QuickChek into our operations, the full benefits of our acquisition may not be realized, including the synergies, cost savings, or sales or growth opportunities as originally anticipated. An inability to realize the full extent of, or any of, the anticipated benefits of the QuickChek acquisition could have an adverse effect on our financial condition, results of operations, and cash flows.

Risks Relating to Our Business

Volatility in the global prices of oil and petroleum products and general economic conditions that are largely out of our control, as well as seasonal variations in fuel pricing, can significantly affect our operating results.

Our net income is significantly affected by changes in the margins on retail and wholesale gasoline marketing operations. Oil and domestic wholesale gasoline markets are volatile. General political conditions, acts of war or terrorism and instability in oil producing regions, particularly in the Middle East and South America, and the value of U.S. dollars relative to other foreign currencies, particularly those of oil producing nations, have significantly affected and in the future could significantly affect oil supplies and wholesale gasoline costs. In addition, the supply of gasoline and our wholesale purchase costs can be adversely affected in the event of a shortage, which could result from, among other things, lack of capacity at oil refineries, sustained increase in global demand or the fact that our gasoline contracts do not guarantee an uninterrupted, unlimited supply of gasoline. Our wholesale purchase costs could also be adversely affected by increasingly stringent regulations regarding the content and characteristics of fuel products. Significant increases and volatility in wholesale gasoline costs could result in lower gasoline gross margins per gallon. This volatility makes it extremely difficult to predict the effect that future wholesale cost fluctuations will have on our operating results and financial condition in future periods.

Except in limited cases, we typically do not seek to hedge any significant portion of our exposure to the effects of changing prices of commodities. Dramatic increases in oil prices reduce retail gasoline gross margins, because wholesale gasoline costs typically increase faster than retailers are able to pass them along to customers. We purchase refined products, particularly gasoline, needed to supply our retail stores. Therefore, our most significant costs are subject to volatility of prices for these commodities. Our ability to successfully manage operating costs is important because we have little or no influence on the sales prices or regional and worldwide consumer demand for oil and gasoline. Furthermore, oil prices, wholesale motor fuel costs, motor fuel sales volumes, motor fuel gross margins and merchandise sales can be subject to seasonal fluctuations. For example, consumer demand for motor fuel typically increases during the summer driving season, and typically falls during the winter months. Travel, recreation and construction are typically higher in these months in the geographic areas in which we operate, increasing the demand for motor fuel and merchandise that we sell. Therefore, our revenues and/or sales volumes are typically higher in the second and third quarters of our fiscal year. A significant change in any of these factors, including a significant decrease in consumer demand (other than typical seasonal variations), could materially affect our motor fuel and

merchandise volumes, motor fuel gross profit and overall customer traffic, which in turn could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Further, recessionary economic conditions, higher interest rates, higher gasoline and other energy costs, inflation, increases in commodity prices, higher levels of unemployment, higher consumer debt levels, higher tax rates and other changes in tax laws or other economic factors may affect consumer spending or buying habits, and could adversely affect the demand for products we sell at our retail stores. Unfavorable economic conditions, higher gasoline prices and unemployment levels can affect consumer confidence, spending patterns and vehicle miles driven. These factors can lead to sales declines in both gasoline and general merchandise, and in turn have an adverse impact on our business, financial condition, results of operations and cash flows.

We are exposed to risks associated with the interruption of supply and increased costs as a result of our reliance on third-party supply and transportation of refined products.

We utilize key product supply and wholesale assets, including our pipeline positions and product distribution terminals, to supply our retail fueling stores. Much of our competitive advantage arises out of these proprietary arrangements which, when disrupted, have in the past and could in the future adversely affect us, and such effects could be material. In addition to our own operational risks discussed above, we could experience interruptions of supply or increases in costs to deliver refined products to market if the ability of the pipelines or vessels to transport petroleum or refined products is disrupted because of weather events, accidents, governmental regulations or third-party actions. Furthermore, at some of our locations there are very few suppliers for fuel in that market.

An inability to maintain a multi-year new store project pipeline may cause our Company's growth to slow in 2024 and beyond.

Our ability to grow by at least 30 to 35 new stores and at least 35 raze-and-rebuild stores in 2024 and by at least 45 NTI stores and at least 35 raze-and-rebuild stores in future years relies on the continued growth of our project pipeline and the building material supply chain. We have a very active Asset Development group that works to focus on our key target areas to locate suitable traffic count locations for this future growth. If the Asset Development group is unable to locate suitable locations or is unable to close the purchase for those locations in a timely fashion, the Company could find that it does not have sufficient land to fulfill its pipeline. Further, permitting delays due to local government agency ability to timely respond to our requests or construction delays from supply chain or labor constraints could also negatively impact our project pipeline.

We currently have one primary supplier for over 77% of our merchandise. A disruption in supply could have a material effect on our business.

In 2023, over 77% of our merchandise, including most tobacco products and grocery items, was purchased from a single wholesale grocer, Core-Mark. In January 2021, we renewed and extended for another five years a supply contract with Core-Mark. If Core-Mark is unable to fulfill its obligations under our contract, alternative suppliers that we could use in the event of a disruption may not be immediately available or offer merchandise on similar commercial terms. A disruption in supply could have a material effect on our business, financial condition, results of operations and cash flows.

Changes in credit card expenses could reduce our profitability, especially on gasoline.

A significant portion of our retail sales involve payment using credit cards. We are assessed credit card fees as a percentage of transaction amounts and not as a fixed dollar amount or percentage of our gross margins. Higher gasoline prices result in higher credit card expenses, and an increase in credit card use or an increase in credit card fees would have a similar effect. Therefore, credit card fees charged on gasoline purchases that are more expensive as a result of higher gasoline prices are not necessarily accompanied by higher gross margins. In fact, such fees may cause lower profitability. Lower income on gasoline sales caused by higher credit card fees may decrease our overall profitability and could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Walmart continues to be a key relationship with regard to our Murphy USA network.

At December 31, 2023, most of our Murphy branded stores were located in close proximity to Walmart Supercenter stores and we participate with the Walmart+ program. Therefore, our relationship with Walmart, the continued goodwill of Walmart and the integrity of Walmart's brand name in the retail marketplace are all important drivers for our business. Any deterioration in our relationship with Walmart could have an adverse effect on operations of the stores that are branded Murphy USA and participate in a discount. In addition, our competitive posture could be weakened by negative changes at Walmart. Many of our Company stores benefit from customer traffic generated by Walmart retail stores, and if the customer traffic through these host stores decreases due to the economy or for any other reason, our sales could be materially and adversely affected.

Walmart retains certain rights in its agreements with us, which may adversely impact our ability to conduct our business.

Our owned properties that were purchased from Walmart are subject to Easements with Covenants and Restrictions Affecting Land (the "ECRs") between us and Walmart. The ECRs impose customary restrictions on the use of our properties, which Walmart has the right to enforce. The ECRs also provide that if we propose to sell a fueling store property or any portion thereof (other than in connection with the sale of all or substantially all of our properties that were purchased from Walmart or in connection with a bona fide financing), Walmart has a right of first refusal to purchase such property or portion thereof on similar terms. Subject to certain exceptions (including a merger in which we participate, the transfer of any of our securities or a change in control of us), if we market for sale to a third party all or substantially all of our properties that were purchased from Walmart, or if we receive an unsolicited offer to purchase such properties that we intend to accept, we are required to notify Walmart. Walmart then has the right, within 90 days of receipt of such notice, to make an offer to purchase such properties. If Walmart makes such an offer, for a period of one year we will generally only be permitted to accept third-party offers where the net consideration to us would be greater than that offered by Walmart.

The ECRs also prohibit us from transferring all or substantially all of our fueling store properties that were purchased from Walmart to a "competitor" of Walmart, as reasonably determined by Walmart. The term "competitor" is generally defined in the ECRs as an entity that owns, operates or controls grocery stores or supermarkets, wholesale club operations similar to that of a Sam's Club, discount department stores or other discount retailers similar to any of the various Walmart store prototypes or pharmacy or drug stores.

Similarly, some of our leased properties are subject to certain rights retained by Walmart. Our master lease agreement states that if Murphy Oil USA, Inc. is acquired or becomes party to any merger or consolidation that results in a material change in the management of the stores, Walmart will have the option to purchase the stores at fair market value. The master lease also prohibits us from selling all or any portion of a store without first offering to sell all or such portion to Walmart on the same terms and conditions. These provisions may restrict our ability to conduct our business on the terms and in the manner we consider most favorable and may adversely affect our future growth.

The current level of revenue that is generated from RINs may be highly variable.

Murphy USA's business is impacted by its ability to generate revenues from capturing and subsequently selling Renewable Identification Numbers ("RINs"), a practice enabled through the blending of petroleum-based fuels with renewable fuels. The market price for RINs fluctuates based on a variety of factors, including but not limited to governmental and regulatory action and market dynamics. In 2023, the market price continued to fluctuate but was lower on average than the prior year. Variations in the market price of RINs can also have an impact on our cost of goods sold for petroleum products, which can be positive or negative depending on the movement of the market prices of RINs. Although a decline in the market prices could have a material impact on the Company's revenues, Murphy USA's business model is not dependent on its ability to generate revenues from this portion of other operating income.

Current litigation and future rule making could impact the Renewable Fuel Standard ("RFS") program. The RFS program is the regulatory means by which the federal government requires the introduction of an increasing amount of renewable fuel into the fuel supply. As it is, refiners are obligated to obtain—either by blending biofuels into petroleum-based fuels or through purchase on the open market—and then retire with the federal government RINs to satisfy their individual obligations. On June 21, 2023, the EPA announced a final

rule to establish biofuel volume requirement and associated percentage standards for cellulosic biofuel, biomass-based diesel, advanced biofuel, and total renewable fuel for 2023-2025. The rule includes steady growth of biofuels for use in the United States' fuel supply for 2023, 2024, and 2025, however the projected growth of Renewable Diesel production could outstrip the statutory mandated biofuel blending requirements. As a result, the amount of renewable credits available could outpace the demand, resulting in lower prices.

We could be adversely affected if we are not able to attract and retain qualified personnel.

We are dependent on our ability to attract and retain qualified personnel. If, for any reason, we are not able to attract and retain qualified personnel, our business, financial condition, results of operations and cash flows could be adversely affected.

Capital financing may not always be available to fund our activities.

We usually must spend and risk a significant amount of capital to fund our activities. Although most capital needs are funded from operating cash flow, the timing of cash flows from operations and capital funding needs may not always coincide, and the levels of cash flow may not fully cover capital funding requirements.

From time to time, we may need to supplement our cash generated from operations with proceeds from financing activities. We have entered into a credit facility to provide us with available financing for working capital and other general corporate purposes. This credit facility is intended to meet any ongoing cash needs in excess of internally generated cash flows. Uncertainty and volatility in financial markets may materially impact the ability of the participating financial institutions to fund their commitments to us under our credit facility. Accordingly, we may not be able to obtain the full amount of the funds available under our credit facility to satisfy our cash requirements, and our failure to do so could have a material adverse effect on our operations and financial position.

Risks Relating to Our Industry

We operate in a highly competitive industry, which could adversely affect us in many ways, including our profitability, our ability to grow, and our ability to manage our businesses.

We operate in the oil and gas industry and experience intense competition from other independent retail and wholesale gasoline marketing companies. The U.S. petroleum marketing business is highly competitive, particularly with regard to accessing and marketing petroleum and other refined products. We compete with other chains of retail fuel stores for fuel supply and in the retail sale of refined products to end consumers, primarily on the basis of price, but also on the basis of convenience and consumer appeal. In addition, we may also face competition from other retail fueling stores that adopt marketing strategies similar to ours by associating with non-traditional retailers, such as supermarkets, discount club stores and hypermarkets, particularly in the geographic areas in which we operate. We expect that our industry will continue to trend toward this model, resulting in increased competition to us over time. Moreover, because we do not produce or refine any of the petroleum or other refined products that we market, we compete with retail gasoline companies that have ongoing supply relationships with affiliates or former affiliates that manufacture refined products. We also compete with integrated companies that have their own production and/or refining operations that are at times able to offset losses from marketing operations with profits from producing or refining operations and may be better positioned to withstand periods of depressed retail margins or supply shortages. In addition, we compete with other retail and wholesale gasoline marketing companies that have more extensive retail outlets and greater brand name recognition. Some of our competitors have been in existence longer than we have and have greater financial, marketing and other resources than we do. As a result, these competitors may have a greater ability to bear the economic risks inherent in all phases of our business and may be able to respond better to changes in the economy and new opportunities within the industry. Such competition could adversely affect us, including our profitability, our ability to grow and our ability to manage our business.

In addition, the retail gasoline industry in the United States is highly competitive due to ease of entry and constant change in the number and type of retailers offering similar products and services. With respect to merchandise, our retail stores compete with other convenience store chains, independently owned convenience stores, supermarkets, drugstores, discount clubs, gasoline service stores, mass merchants, fast food operations

and other similar retail outlets. Non-traditional retailers, including supermarkets, discount club stores and mass merchants, now compete directly with retail gasoline stores. These non-traditional gasoline retailers have obtained a significant share of the gasoline market, and their market share is expected to grow, and these retailers may use promotional pricing or discounts, both at the fuel pump and in the convenience store, to encourage in-store merchandise sales and gasoline sales. In addition, some large retailers and supermarkets are adjusting their store layouts and product prices in an attempt to appeal to convenience store customers. Major competitive factors include: location, ease of access, product and service selection, gasoline brands, pricing, customer service, store appearance, cleanliness and safety. Competition from these retailers may reduce our market share and our revenues, and the resulting impact on our business and results of operations could be materially adverse.

Future tobacco legislation and/or regulation, potential court rulings affecting the tobacco industry, campaigns to discourage smoking, increases in tobacco taxes and wholesale cost increases of tobacco products could have a material adverse impact on our retail operating revenues and gross margin.

Sales of tobacco products have historically accounted for an important portion of our total sales of convenience store merchandise. Significant increases in wholesale cigarette costs and tax increases on tobacco products, as well as future legislation and/or regulation, potential rulings in court cases impacting the tobacco industry, and national and local campaigns to discourage smoking in the United States, may have an adverse effect on the demand for tobacco products, and therefore reduce our revenues and profits. Also, increasing regulations, including those for e-cigarettes, vapor products, and new tobacco products could offset some of the recent gains we have experienced from selling these products. Governing bodies continue to consider banning flavored tobacco products and have done so in some instances. If such efforts continue to be successful, it could have a further negative impact on our tobacco sales. These factors could materially and adversely affect our retail price of cigarettes, tobacco unit volume and sales, merchandise gross margin and overall customer traffic. Reduced sales of tobacco products or smaller gross margins on the sales we make could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Currently, major cigarette manufacturers offer substantial rebates to retailers unless prohibited by state or local laws. We include these rebates as a component of our gross margin. In the event these rebates are no longer offered, or decreased, our profit from cigarette sales will decrease accordingly. In addition, reduced retail display allowances on cigarettes offered by cigarette manufacturers would negatively affect gross margins. These factors could materially affect our retail price of cigarettes, cigarette unit volume and revenues, merchandise gross margin and overall customer traffic, which could in turn have a material adverse effect on our business, financial condition, results of operations and cash flows.

Changes in consumer behavior and travel as a result of changing economic conditions, the development of alternative energy technologies or otherwise could affect our business.

In the retail gasoline industry, customer traffic is generally driven by consumer preferences and spending trends, growth rates for commercial truck traffic and trends in travel and weather. Changes in economic conditions generally, or in the regions in which we operate, could adversely affect consumer spending patterns and travel in our markets. In particular, weakening economic conditions may result in decreases in miles driven and discretionary consumer spending and travel, which affect spending on gasoline and convenience items. In addition, changes in the types of products and services demanded by consumers may adversely affect our merchandise sales and gross margin. Additionally, negative publicity or perception surrounding gasoline suppliers could adversely affect their reputation and brand image, which may negatively affect our gasoline sales and gross margin. Our success depends on our ability to anticipate and respond in a timely manner to changing consumer demands and preferences while continuing to sell products and services that remain relevant to the consumer and thus will positively impact overall retail gross margin.

Similarly, advanced technology, improved fuel efficiency and increased use of "green" automobiles (e.g., those automobiles that do not use gasoline or that are powered by hybrid engines) will reduce demand for gasoline and could otherwise change our customers' shopping habits or lead to new forms of fueling destinations or new competitive pressures. Developments regarding climate change and the effects of greenhouse gas emissions on climate change and the environment have led to increased use of "green"

automobiles. In addition, in August 2021, the Biden Administration issued an executive order which set a target to make half of all new vehicles sold in 2030 zero emission vehicles. Other market and social initiatives such as public and private initiatives that aim to subsidize the development of non-fossil fuel energy sources may also reduce the competitiveness of gasoline. Consequently, the increased adoption of "green" automobiles and general attitudes toward gasoline and its relationship to the environment may significantly affect our sales and ability to market our products. Reduced consumer demand for gasoline could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Our operations and earnings have been and will continue to be affected by worldwide political developments.

Many governments, including those that are members of the Organization of Petroleum Exporting Countries ("OPEC"), unilaterally intervene at times in the orderly market of petroleum and natural gas produced in their countries through such actions as setting prices, determining rates of production, and controlling who may buy and sell the production. In addition, prices and availability of petroleum, natural gas and refined products could be influenced by political unrest and by various governmental policies to restrict or increase petroleum usage and supply. Other governmental actions that could affect our operations and earnings include tax changes, royalty increases and regulations concerning: currency fluctuations, protection and remediation of the environment, concerns over the possibility of global warming being affected by human activity including the production and use of hydrocarbon energy, restraints and controls on imports and exports, safety, and relationships between employers and employees. As a retail gasoline marketing company, we are significantly affected by these factors. Because these and other factors are subject to changes caused by governmental and political considerations and are often made in response to changing internal and worldwide economic conditions and to actions of other governments or specific events, it is not practical to attempt to predict the effects of such factors on our future operations and earnings.

Our business is subject to operational hazards and risks normally associated with the marketing of petroleum products.

We operate in many different locations around the United States. The occurrence of an event, including but not limited to acts of nature such as hurricanes, floods, earthquakes and other forms of severe weather, and mechanical equipment failures, industrial accidents, fires, explosions, acts of war and intentional terrorist attacks could result in damage to our facilities, and the resulting interruption and loss of associated revenues; environmental pollution or contamination; and personal injury, including death, for which we could be deemed to be liable, and which could subject us to substantial fines and/or claims for punitive damages.

We store gasoline in storage tanks at our retail stores. Our operations are subject to significant hazards and risks inherent in storing gasoline. These hazards and risks include, but are not limited to, fires, explosions, spills, discharges and other releases, any of which could result in distribution difficulties and disruptions, environmental pollution, fines imposed by governmental agencies or cleanup obligations, personal injury or wrongful death claims and other damage to our properties and the properties of others. Any such event could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Certain of our assets such as gasoline terminals and certain retail fueling stores lie near the U.S. coastline and are vulnerable to hurricane and tropical storm damages, which may result in shutdowns. The U.S. hurricane season runs from June through November, but the most severe storm activities usually occur in late summer. Moreover, it should be noted that some scientists have predicted that increasing concentrations of greenhouse gases in the earth's atmosphere may produce climate changes that have significant physical effects, such as increased frequency and severity of storms, droughts, and floods and other climatic events, which could adversely impact our operations. Although we maintain insurance for certain of these risks as described below, due to policy deductibles and possible coverage limits, weather-related risks are not fully insured.

We are subject to various environmental laws, regulations and permit requirements, which could expose us to significant expenditures, liabilities or obligations and reduce product demand.

We are subject to stringent federal, state and local environmental laws and regulations governing, among other things, the generation, storage, handling, use and transportation of petroleum products and hazardous materials; the emission and discharge of such substances into the environment; the content and characteristics of fuel products; the process safety of our facilities; and human health and safety. Pursuant to such environmental laws and regulations, we are also required to obtain permits from governmental authorities for certain of our operations. While we strive to abide by these requirements, we cannot assure you that we have been or will be at all times in compliance with such laws, regulations and permits. If we violate or fail to comply with these requirements, we could be subject to litigation, costs, fines or other sanctions. Environmental requirements, and the enforcement and interpretation thereof, change frequently and have generally become more stringent over time. Compliance with existing and future environmental laws, regulations and permits may require significant expenditures. In addition, to the extent fuel content and characteristic standards increase our wholesale purchase costs, we may be adversely affected if we are unable to recover such costs in our pricing.

We could be subject to joint and several as well as strict liability for environmental contamination, without regard to fault or the legality of our conduct. In particular, we could be liable for contamination relating to properties that we own, lease or operate or that we or our predecessors previously owned, leased or operated. Substantially all of these properties have or in the past had storage tanks to store motor fuel or petroleum products. Leaks from such tanks may impact soil or groundwater and could result in substantial costs. We could also be held responsible for contamination relating to third-party sites to which we or our predecessors have sent regulated materials. In addition to potentially significant investigation and remediation costs, any such contamination, leaks from storage tanks or other releases of regulated materials can give rise to claims from governmental authorities and other third parties for fines or penalties, natural resource damages, personal injury and property damage.

Our business is also affected by fuel economy standards and GHG vehicle emission reduction measures. As such fuel economy and GHG reduction requirements become more stringent over time, demand for our products may be adversely affected. In addition, some of our facilities are subject to GHG regulation. We are currently required to report annual GHG emissions from certain of our operations, and additional GHG emission-related requirements that may affect our business have been finalized or are in various phases of discussion or implementation. Any existing or future GHG emission requirements could result in increased operating costs and additional compliance expenses.

Our expenditures, liabilities and obligations relating to environmental matters could have a material adverse effect on our business, product demand, reputation, results of operations and financial condition.

We rely on our technology systems and network infrastructure to manage numerous aspects of our business, and a disruption of these systems could adversely affect our business.

We depend on our technology systems and network infrastructure to manage numerous aspects of our business and provide analytical information to management. These systems are an essential component of our business and growth strategies, and a serious disruption to them could significantly limit our ability to manage and operate our business efficiently. These systems are vulnerable to, among other things, damage and interruption from power loss or natural disasters, computer system and network failures, loss of telecommunications services, physical and electronic loss of data, security breaches and computer viruses, which could result in a loss of sensitive personal data, including credit and debit card information from our customers, sensitive business information, systems interruption or the disruption of our business operations. To protect against unauthorized access or attacks, we have implemented infrastructure protection technologies such as theft and disaster recovery plans, but there can be no assurance that a technology systems breach or systems failure, which may occur and go undetected, will not have a material adverse effect on our financial condition or results of operations.

Our retail operations are subject to extensive government laws and regulations, and the cost of compliance with such laws and regulations can be material.

Our retail operations are subject to extensive local, state and federal governmental laws and regulations relating to, among other things, the sale of alcohol, tobacco, lottery and lotto, employment conditions, including minimum wage requirements, and public accessibility requirements. The cost of compliance with these laws and regulations can have a material adverse effect on our business, financial condition, results of operations and cash flows. In addition, failure to comply with local, state and federal laws and regulations to which our operations are subject may result in penalties and costs that could adversely affect our business, financial condition, results of operations and cash flows.

In certain areas where our retail stores are located, state or local laws limit the retail stores' hours of operation or sale of alcoholic beverages, tobacco products, possible inhalants and lottery tickets, in particular to minors. Failure to comply with these laws could adversely affect our revenues and results of operations because these state and local regulatory agencies have the power to revoke, suspend or deny applications for and renewals of permits and licenses relating to the sale of these products or to seek other remedies, such as the imposition of fines or other penalties.

Regulations related to wages also affect our business. Any appreciable increase in the statutory minimum wage or changes in overtime rules would result in an increase in our labor costs and such cost increase, or the penalties for failing to comply with such statutory minimums, could adversely affect our business, financial condition, results of operations and cash flows.

Any changes in the laws or regulations described above that are adverse to us and our properties could affect our operating and financial performance. In addition, new regulations are proposed from time to time which, if adopted, could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Future consumer or other litigation could adversely affect our business, financial condition, results of operations and cash flows.

Our retail operations are characterized by a high volume of customer traffic and by transactions involving a wide array of product selections. These operations carry a higher exposure to consumer litigation risk when compared to the operations of companies operating in many other industries. Consequently, we have been, and may in the future be from time to time, involved in lawsuits seeking cash settlements for alleged personal injuries, property damages and other business-related matters, as well as energy content, off-specification gasoline, products liability and other legal actions in the ordinary course of our business. While these actions are generally routine in nature and incidental to the operation of our business, if our assessment of any action or actions should prove inaccurate, our business, financial condition, results of operations and cash flows could be adversely affected. For more information about our legal matters, see Note 19 "Contingencies" to the consolidated historical financial statements for the three years ended December 31, 2023 included in this Annual Report on Form 10-K. Further, adverse publicity about consumer or other litigation may negatively affect us, regardless of whether the allegations are true, by discouraging customers from purchasing gasoline or merchandise at our retail stores.

Compliance with and changes in tax laws could adversely affect our performance.

We are subject to extensive tax liabilities imposed by multiple jurisdictions, including income taxes, indirect taxes (excise/duty, sales/use and gross receipts taxes), payroll taxes, franchise taxes, withholding taxes and ad valorem taxes. Tax laws and regulations are dynamic and subject to change as new laws are passed and new interpretations of existing laws are issued and applied. This activity could result in increased expenditures for tax liabilities in the future. Many of these liabilities are subject to periodic audits by the respective taxing authority. Subsequent changes to our tax liabilities as a result of these audits may subject us to interest and penalties.

Pandemics or disease outbreaks, such as COVID-19, may disrupt consumption and trade patterns, supply chains and normal business activities, which could materially affect our operations and results of operations.

Pandemics or disease outbreaks, such as COVID-19, have in the past and may in the future cause depressed demand for our fuel and convenience merchandise products because quarantines may inhibit the ability or need for our customers to shop with us. We also may experience disruptions of logistics necessary to obtain and deliver products to our stores and our customers as we rely on third parties to perform these vital functions to our business.

In addition, we could again experience issues with our workforce that limit our ability to continue to operate our stores at their normal hours of operations or experience government intervention that requires us to reduce hours or close certain locations. If a significant percentage of our workforce is unable to work, including because of illness or travel or government restrictions in connection with pandemics or disease outbreaks, our operations may be negatively impacted. In addition, pandemics or disease outbreaks could result in an economic downturn that could adversely affect the economies and financial markets, resulting in an economic downturn that could affect customers' demand for our products and services. We have had to reduce hours of operation in some stores temporarily, but this has not had a material impact on our financial results.

Risks Relating to Our Common Stock

The price of our common stock may fluctuate significantly and if securities or industry analysts publish unfavorable research reports about our business or if they downgrade their rating on our common stock, the price of our common stock could decline.

The price at which our common stock trades may fluctuate significantly. The trading price of our common stock could be subject to wide fluctuations in response to a number of factors, including, but not limited to:

- fluctuations in quarterly or annual results of operations, especially if they differ from our previously announced guidance or forecasts made by analysts;
- announcements by us of anticipated future revenues or operating results, or by others concerning us, our competitors, our customers, or our industry;
- our ability to execute our business plan;
- competitive environment;
- regulatory developments; and
- changes in overall stock market conditions, including the stock prices of our competitors.

Provisions in our Certificate of Incorporation and Bylaws and certain provisions of Delaware law could delay or prevent a change in control of us.

The existence of some provisions of our Certificate of Incorporation and Bylaws and Delaware law could discourage, delay or prevent a change in control of us that a stockholder may consider favorable. These include provisions:

- providing for a classified board of directors;
- providing that our directors may be removed by our stockholders only for cause;
- establishing super majority vote requirements for our shareholders to amend certain provisions of our Certificate of Incorporation and our Bylaws;
- authorizing a large number of shares of stock that are not yet issued, which would allow our board of directors to issue shares to persons friendly to current management, thereby protecting the continuity of our management, or which could be used to dilute the stock ownership of persons seeking to obtain control of us;
- prohibiting stockholders from calling special meetings of stockholders or taking action by written consent; and

- establishing advance notice requirements for nominations of candidates for election to our board of directors or for proposing matters that can be acted on by stockholders at the annual stockholder meetings.

In addition, we are subject to Section 203 of the Delaware General Corporation Law, which may have an anti-takeover effect with respect to transactions not approved in advance by our board of directors, including discouraging takeover attempts that could have resulted in a premium over the market price for shares of our common stock.

These provisions apply even if a takeover offer may be considered beneficial by some stockholders and could delay or prevent an acquisition that our board of directors determines is not in our and our stockholders' best interests.

We may issue preferred stock with terms that could dilute the voting power or reduce the value of our common stock.

Our Certificate of Incorporation authorizes us to issue, without the approval of our stockholders, one or more classes or series of preferred stock having such designations, powers, preferences and relative, participating, optional and other rights, and such qualifications, limitations or restrictions as our board of directors generally may determine. The terms of one or more classes or series of preferred stock could dilute the voting power or reduce the value of our common stock. For example, we could grant holders of preferred stock the right to elect some number of our directors in all events or on the happening of specified events or the right to veto specified transactions. Similarly, the repurchase or redemption rights or dividend, distribution or liquidation preferences we could assign to holders of preferred stock could affect the residual value of the common stock.

Our Bylaws designate a state or federal court located within the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a preferred judicial forum for disputes with us or our directors, officers or other employees.

Our Bylaws provide that, unless we consent in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee to us or our stockholders, (iii) any action asserting a claim arising pursuant to any provision of Delaware General Corporation Law, our Certificate of Incorporation (including any certificate of designations for any class or series of our preferred stock) or our Bylaws, in each case, as amended from time to time, or (iv) any action asserting a claim governed by the internal affairs doctrine shall be a state or federal court located within the State of Delaware, in all cases subject to the court's having personal jurisdiction over the indispensable parties named as defendants. Unless we consent in writing to the selection of an alternative forum, the sole and exclusive forum for the resolution of any action asserting a cause of action arising under the Securities Act will be the federal district courts of the United States of America, to the fullest extent permitted by law. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock is deemed to have received notice of and consented to the foregoing provision. This forum selection provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable or cost-effective for disputes with us or our directors, officers or other employees, which may discourage such lawsuits against us and our directors, officers and employees. Conversely, if a court were to find our choice of forum provision inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions and we may not obtain the benefits of limiting jurisdiction to the courts selected.

Item 1B. UNRESOLVED STAFF COMMENTS

The Company had no unresolved comments from the staff of the U.S. Securities and Exchange Commission as of December 31, 2023.

Item 1C. CYBERSECURITY

The Board of Directors (the Board) exercises cybersecurity oversight and control both directly and indirectly. The Board has designated the Audit Committee as the governing committee for the oversight of Murphy USA's major information technology risk exposures, including those related to cybersecurity, data privacy and data security, and to oversee the steps management has taken to monitor and mitigate such risk exposures. The Audit Committee reviews cybersecurity risks through regular updates from management as needed with no fewer than two reports from management per year, and it monitors the status of ongoing projects to enhance existing information security controls and practices and mitigate the potential risk from evolving cybersecurity threats.

While the Audit Committee is responsible for evaluating cyber-risks and overseeing the management of these risks, the entire Board is briefed periodically and considers cyber-risk within the context of enterprise risk facing the organization. Our cyber risk management program is based on recognized best practices for cybersecurity and information technology including the National Institute of Standards and Technology ("NIST") Cyber Security Framework ("CSF") and Payment Card Industry Data Security Standard ("PCI DSS").

We have implemented an information security program, which is overseen by our CIO and our Sr. Director, Security & Infrastructure, that consists of controls designed to prevent, detect, and manage reasonably foreseeable cybersecurity risks and threats. Both our CIO and our Sr. Director, Security & Infrastructure each have extensive experience assessing and managing cybersecurity programs and cybersecurity risk across a mix of public and large, private enterprises in the retail space. Our Sr. Director, Security & Infrastructure has over 25-years of industry experience, including serving in similar roles leading and overseeing cybersecurity programs at other public companies. Leaders and team members who support our information security program have relevant education and industry experience, including various cybersecurity industry certifications.

Together with a third-party, we operate a 24/7 Security Operations Center ("SOC") to monitor the cybersecurity environment and coordinate escalation and remediation of alerts. Any identified incidents are documented and reviewed in accordance with the Company's Incident Response Plan. This Plan lays out the criteria for classification of risk associated with identified issues based on the potential impact and likelihood of a material, adverse impact on the business, financial condition, results from operation, cash flows or reputation. IT leadership initially reviews these incidents, and this information is shared with our Cyber Disclosure Committee, as required. The Cyber Disclosure Committee is comprised of the Company's VP & General Counsel, the Senior Director, Security & Infrastructure, and the VP & Controller. The process requires that any incidents deemed to be potentially material under the Incident Response Plan are immediately escalated in accordance with the Plan to the CEO, other senior leaders of the organization, the Audit Committee Chair, and the full Board as appropriate to formalize the materiality assessment and apprise them of the situation.

We utilize a variety of methods performed both internally and by third-parties to assess the Company's cyber risk management program including penetration tests, risk assessments and evaluation against the NIST CSF. The effectiveness of controls and safeguards are evaluated on an on-going basis to address current and emerging cyber-risks. We engage an external auditor to conduct an annual payment card industry data security standard review of our security controls protecting payment information. Our Internal Audit function also regularly reviews various elements of our program utilizing third-party subject matter experts in IT and cyber issues to ensure we are complying with our internal controls and staying abreast of best practices in the industry. We incorporate many resources and tools on both an ad hoc and planned cadence to maintain readiness to withstand and respond to a cyber incident including incident response tabletop exercises, system recovery exercises, simulated phishing email exercises and security awareness training throughout the organization.

Murphy USA relies on numerous third-parties to deliver the goods and services offered to our customers. We maintain a third-party risk management program to evaluate, prioritize, mitigate and remediate risks associated with third-parties; however, we rely on those third-parties to implement security programs commensurate with their risk and we cannot ensure in all circumstances that their efforts will be successful. See Item 1A. "Risk Factors" for a discussion of cybersecurity risks. For the 2023 period presented within this Annual Report, Murphy USA is not aware of any threats or cybersecurity incidents that have or are reasonably likely to materially affect our strategy, results of operations or financial condition.

Item 2. PROPERTIES

See Item 1 "Description of the Business" and "Properties" for this information in this Annual Report on Form 10-K beginning on page 2.

Item 3. LEGAL PROCEEDINGS

Murphy USA and its subsidiaries are engaged in a number of legal proceedings, all of which have arisen in the ordinary course of business. See Note 19 "Contingencies" in the accompanying consolidated financial statements for the three years ended December 31, 2023. Based on information currently available to the Company, the ultimate resolution of matters referred to in this item is not expected to have a material adverse effect on the Company's net income, financial condition, or liquidity in a future period.

Litigation

The City of Charleston, South Carolina and the state of Delaware have filed lawsuits against energy companies, including the Company. These lawsuits allege damages as a result of climate change and the plaintiffs are seeking unspecified damages and abatement under various tort theories.

SUPPLEMENTAL INFORMATION; Information About Our Executive Officers

The age at January 1, 2024, present corporate office and length of service in office of each of the Company's executive officers, as of December 31, 2023, are reported in the following listing. Executive officers are elected annually but may be removed from office at any time by the Board of Directors.

R. Andrew Clyde – Age 60; President and Chief Executive Officer, Director and Member of the Executive Committee since August 2013. Mr. Clyde has led Murphy USA's successful value-creation strategy since its spin-off in 2013. Mr. Clyde served Booz & Company (and prior to August 2008, Booz Allen Hamilton) in its global energy practice. He joined the firm in 1993, was elected vice president in 2000 and held leadership roles as North American Energy Practice Leader and Dallas office Managing Partner and served on the firm's Board Nominating Committee. Mr. Clyde received a master's degree in Management with Distinction from the Kellogg Graduate School of Management at Northwestern University. He received a BBA in Accounting and a minor in Geology from Southern Methodist University.

Mindy K. West – Age 54; Executive Vice President, Fuels, Chief Financial Officer, and Treasurer since August 2013. Ms. West joined Murphy Oil in 1996 and has held positions in Accounting, Employee Benefits, Planning and Investor Relations. In 2007, she was promoted to Vice President & Treasurer for Murphy Oil. She holds a bachelor's degree in Finance from the University of Arkansas and a bachelor's degree in Accounting from Southern Arkansas University. She is a Certified Public Accountant (inactive) and a Certified Treasury Professional.

Robert J. Chumley – Age 59; Senior Vice President, Chief Digital Officer, since June 2022, and was Senior Vice President of Merchandising and Marketing from September 2016. Mr. Chumley joined the Company from 7-Eleven Inc., where he served as Senior Product Director, Vice President of Merchandising and Senior Vice President of Innovation. His previous experience includes Sales and Marketing leadership roles with Procter and Gamble, Coca-Cola, Kellogg's and Gillette. Mr. Chumley graduated from the Royal Military College of Canada with a Bachelors of Engineering degree. After graduation he served as a commissioned officer in the Royal Canadian Navy. Mr. Chumley also holds an MBA from Dalhousie University.

Renee M. Bacon – Age 54; Senior Vice President, Sales and Operations and Chief Merchandising Officer, since June 2022. Ms. Bacon joined Murphy USA in 2016 as Regional Vice president, Sales and Operations. In 2018, she was promoted to National Vice President, Sales and Operations and in 2019 was promoted to Senior Vice President, Sales and Operations. She holds a Bachelor of Business Administration degree from the University of Texas--Austin. Ms. Bacon also holds a Master of Business Administration from the University of Houston and a Doctorate of Jurisprudence from the University of Tennessee.

Christopher A. Click – Age 51; Senior Vice President, Strategy and Development since December 2020. Mr. Click joined the Company from KPMG LLP where he served as a Principal in the firm's Energy and Infrastructure Strategy practice. His previous experience includes ten years with Booz & Company (and prior to August 2008, Booz Allen Hamilton) where he served in its global energy practice and was elected Vice President in 2011. Mr. Click received a Master's degree in Management from the Kellogg Graduate School of Management at Northwestern University. He holds a bachelor of arts degree from Texas A & M University.

Blake Segal – Age 43; Senior Vice President, QuickChek since September 2021. Mr. Segal joined the Company from Caesars Entertainment Inc., where he served as Senior Vice President of Operations. His previous roles within Caesars included Vice President of Operations and Vice President of Analytics. He also has experience as an independent advisor to Apollo Global Management's private equity unit and has served on the boards of Opportunity Village, Laughlin (NV) Tourism Commission and Mohave (AZ) Airport Authority. Mr. Segal holds a Bachelor of Science degree in Management from the A. B. Freeman School of Business at Tulane University.

Jennifer R. Bridges – Age 55; Senior Vice President, Asset Development since February 2022. Ms. Bridges joined the Company in 2017 as Vice President, Asset Development and was promoted to Senior Vice President, Asset Development in 2022. Her previous experience includes 14 years in planning, store development, and property management at 7-Eleven, including 5 years at Vice President. Prior to retail, she was a management consultant in the Energy practice of Booz Allen Hamilton. Ms. Bridges holds a Masters of

Public Affairs and a Masters of Business Administration, both from the University of Texas at Austin, and a Bachelor of Arts degree from Stanford University.

Item 4. MINE SAFETY DISCLOSURES

Not applicable

Part II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The Company's common stock is traded on the New York Stock Exchange using "MUSA" as the trading symbol. There were 1,517 stockholders of record as of December 31, 2023.

The declaration and amount of any dividends to holders of our common stock will be at the discretion of our board of directors and will depend upon many factors, including our financial condition, earnings, cash flows, capital requirements of our business, covenants associated with our debt obligations, legal requirements, regulatory constraints, industry practice and other factors the board of directors deem relevant.

We are a holding company and have no direct operations. As a result, we are able to pay dividends on our common stock only from available cash on hand and distributions received from our subsidiaries. We declared and paid dividends of \$1.55 per share during 2023, \$1.27 per share in 2022, \$1.04 per share in 2021, and we expect to continue quarterly dividend payments in the future.

The indenture governing the Senior Notes and the credit agreement governing our credit facilities and term loan contain restrictive covenants that limit, among other things, the ability of Murphy USA and the restricted subsidiaries to make certain restricted payments, which as defined under both agreements, include the declaration or payment of any dividends of any sort in respect of its capital stock and repurchase of shares of our common stock. See "Management's Discussion and Analysis of Financial Condition and Operating Results—Capital Resources and Liquidity—Debt" and Note 9 "Long-Term Debt" to the accompanying audited consolidated financial statements for the three years ended December 31, 2023 for additional information.

On December 1, 2021, our Board of Directors approved a share repurchase authorization of up to \$1 billion that we began to utilize upon the completion of our 2020 \$500 million share repurchase authorization. The 2021 authorization was completed in October 2023. On May 2, 2023, the Board of Directors approved a new share repurchase authorization of up to \$1.5 billion to be executed by December 31, 2028. The authorization value excludes any excise tax that may be incurred. Purchases may be affected in the open market, through privately negotiated transactions, through one or more accelerated stock repurchase programs, through a combination of the foregoing or in any other manner in the discretion of management. Purchases will be made subject to available cash, market conditions and compliance with our financing arrangements at any time during the period of authorization. We may use cash from operations as well as draws under our credit facilities to effect purchases.

During the year 2023, we repurchased a total of 1,026,300 common shares for \$333.2 million, for an average price of \$324.62 per share. Repurchases in 2023 were made pursuant to both the now completed 2021 authorization and our 2023 authorization. As of December 31, 2023, we had approximately \$1.4 billion remaining under our 2023 authorization.

Below is detail of the company's common share repurchases during the fourth quarter of 2023.

Issuer Purchases of Equity Securities

	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs ¹
October 1, 2023 to October 31, 2023	116,743	\$ 358.04	116,743	\$ 1,499,151,826
November 1, 2023 to November 30, 2023	172,011	367.32	172,011	1,435,968,888
December 1, 2023 to December 31, 2023	153,460	361.40	153,460	1,380,508,754
Three Months Ended December 31, 2023	442,214	\$ 362.81	442,214	\$ 1,380,508,754

¹Terms of the repurchase plan authorized by the Murphy USA Inc. Board of Directors and announced on May 2, 2023 include authorization for the Company to acquire up to \$1.5 billion of its common shares by December 31, 2028. During the fourth quarter of 2023, a total of 113,989 common shares were repurchased pursuant to the now completed 2021 authorization and 328,225 common shares were repurchased pursuant to the 2023 authorization.

Equity Compensation Plan Information

The table below contains information about securities authorized for issuance under equity compensation plans. The features of these plans are discussed further in Note 12 "Incentive Plans" to our audited consolidated financial statements.

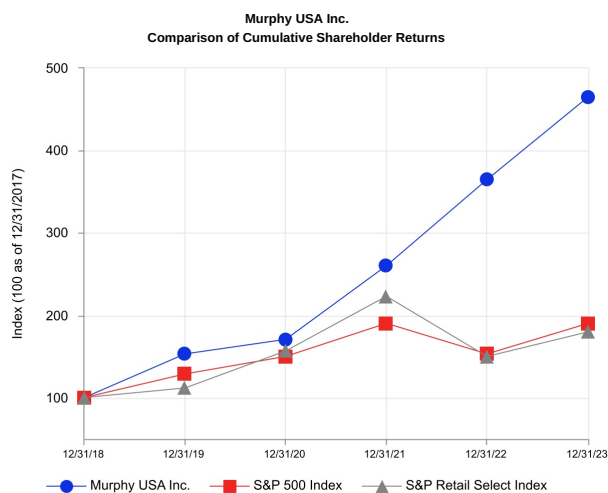
Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (1)	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (2)
	(a)	(b)	(c)
Equity compensation plans approved by security holders	531,086	\$139.07	3,154,683
Equity compensation plans not approved by security holders	—	—	—
Total	531,086	\$139.07	3,154,683

(1) Amounts in this column include outstanding restricted stock units.

(2) Number of shares available for issuance as of December 31, 2023 includes 2,995,854 available shares under the 2013 Long-Term Incentive Plan plus 157,285 available shares under the 2013 Stock Plan for Non-Employee Directors plus 1,544 available shares under the 2023 Omnibus Incentive Compensation Plan. Assumes each restricted stock unit is equivalent to one share and each performance unit is equal to two shares.

SHAREHOLDER RETURN PERFORMANCE PRESENTATION

The following graph presents a comparison of cumulative total shareholder returns (including the reinvestment of dividends) as if a \$100 investment was made on December 31, 2018 for the Company, the Standard and Poor's 500 Stock Index Fund (S&P 500 Index) and the S&P Retail Select Index. This performance information is "furnished" by the Company and is not considered as "filed" with this Annual Report on Form 10-K and is not incorporated into any document that incorporates this Annual Report on Form 10-K by reference.



Shareholder Return Performance Table

	Murphy USA Inc.		S&P 500 Index		S&P Retail Select Index	
December 31, 2018	\$	100	\$	100	\$	100
December 31, 2019	\$	153	\$	129	\$	112
December 31, 2020	\$	171	\$	150	\$	157
December 31, 2021	\$	260	\$	190	\$	223
December 31, 2022	\$	365	\$	153	\$	150
December 31, 2023	\$	465	\$	190	\$	180

Item 6. RESERVED

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

Management's Discussion and Analysis of Results of Operations and Financial Condition ("Management's Discussion and Analysis") is the Company's analysis of its financial performance and of significant trends that may affect future performance. It should be read in conjunction with the consolidated financial statements and notes included in this Annual Report on Form 10-K. This section of this Form 10-K generally discusses 2023 and 2022 items and the year-to-year comparison between 2023 and 2022. Discussions of 2021 items and the year-to-year comparisons between 2022 and 2021 are not included in this Form 10-K and can be found in the Form 10-K for the year ended December 31, 2022, filed on February 15, 2023.

For purposes of this Management's Discussion and Analysis, references to "Murphy USA", the "Company", "we", "our", and "us" refer to Murphy USA Inc. and its subsidiaries on a consolidated basis.

Management's Discussion and Analysis is organized as follows:

- *Executive Overview* — This section provides an overview of our business and the results of operations and financial condition for the periods presented. It includes information on the basis of presentation with respect to the amounts presented in the Management's Discussion and Analysis and a discussion of the trends affecting our business.
- *Results of Operations* — This section provides an analysis of our results of operations, including the results of our business segments for the two years ended December 31, 2023.
- *Capital Resources and Liquidity* — This section provides a discussion of our financial condition and cash flows as of and for the two years ended December 31, 2023. It also includes a discussion of our capital structure and available sources of liquidity.
- *Critical Accounting Policies* — This section describes the accounting policies and estimates that we consider most important for our business and that require significant judgment.

Executive Overview

Our Business

The Company owns and operates a chain of retail stores that market gasoline and other merchandise under the brand names of Murphy USA[®] and Murphy Express, most of which are located in close proximity to Walmart stores, principally in the Southeast, Midwest and Southwest areas of the United States. We also have a mix of convenience stores and retail gasoline stores located in New Jersey and New York that operate under the brand name of QuickChek[®]. At December 31, 2023, we had a total of 1,733 Company stores in 27 states, of which 1,577 were Murphy branded and 156 were QuickChek brand. We also market petroleum products to unbranded wholesale customers through a mixture of Company-owned and third-party terminals.

Basis of Presentation

Murphy USA was incorporated in March 2013, and until the separation from Murphy Oil Corporation was completed on August 30, 2013, it had not commenced operations and had no material assets, liabilities or commitments. The financial information presented in this Management's Discussion and Analysis is derived from the consolidated financial statements of Murphy USA Inc. and its subsidiaries for all periods presented. Our QuickChek subsidiaries use a weekly retail calendar where each quarter typically has 13 weeks. For 2023, the QuickChek results cover the period December 31, 2022 to December 29, 2023. For 2022, the QuickChek results cover the period January 1, 2022 to December 30, 2022. For 2021, the QuickChek results cover the period January 29, 2021 (date of acquisition) to December 31, 2021. The difference in the timing of the period ends is immaterial to the overall consolidated results.

Trends Affecting Our Business

Our operations are significantly impacted by the gross margins we receive on our fuel and merchandise sales. The fuel gross margins are commodity-based, change daily and are volatile. While we generally expect our volumes and gross margins to remain stable in a normalized environment, they can change rapidly due to many factors. These factors include, but are not limited to, the price of refined products, geopolitical events that disrupt the global supply, overall demand, and prices of crude oil, interruptions in our fuel and merchandise supply caused by severe weather or pandemics, the effects from pandemics such as travel restrictions and stay-at-home orders imposed during a pandemic, new or changing legislation around tobacco and e-cigarettes as well as fuel economy and vehicle emission standards, severe refinery mechanical failures for an extended period of time, cyber-attacks against the Company or our vendors, changing economic conditions that lower consumer purchasing power such as inflation, and competition in the local markets in which we operate.

The cost of our main fuel products, gasoline and diesel, is greatly impacted by the cost of crude oil in the United States. Historically, a rising price environment for crude oil increases the Company's cost for wholesale fuel products purchased and increases retail fuel prices. Rising prices can cause consumers to reduce discretionary fuel consumption, however our low-price model can serve as a hedge to draw new customers which can offset the potential loss of discretionary volumes. Crude oil prices in 2023 continued to be volatile during the year with prices ranging from \$67 per barrel to \$94 per barrel, with an average price of \$78 per barrel, compared to prices in 2022 that ranged from \$71 per barrel to \$124 per barrel with an average of \$95 per barrel. Total fuel contribution (retail fuel margin plus product supply and wholesale ("PS&W")) results which include Renewable Identification Numbers ("RINs")) was 31.4 cpg in 2023, compared to 34.3 cpg in 2022.

Our revenues are impacted by our ability to leverage our diverse supply infrastructure in pursuit of obtaining the lowest cost of fuel supply available; for example, activities such as blending bulk fuel with renewable fuels (ethanol and biodiesel) to capture and subsequently sell RINs. Under the Energy Policy Act of 2005, the Environmental Protection Agency ("EPA") is authorized to set annual quotas establishing the percentage of motor fuels consumed in the United States that must be attributable to renewable fuels. Obligated parties are required to demonstrate that they have met any applicable quotas by submitting a certain number of RINs to the EPA. RINs in excess of the set quota can then be sold in a market for RINs at then-prevailing prices. The market price for RINs fluctuates based on a variety of factors, including but not limited to governmental and regulatory action. On June 21, 2023, EPA announced a final rule to establish biofuel volume requirements and associated percentage standards for cellulosic biofuel, biomass-based diesel, advanced biofuel, and total renewable fuel for 2023–2025. The rule includes steady growth of biofuels for use in the United States' fuel supply for 2023, 2024, and 2025, however the projected growth of Renewable Diesel production could outstrip the statutory mandated biofuel blending requirements. As a result, the amount of renewable credits available could outpace the demand, resulting in lower prices. Litigation and potentially changing political regimes could impact the RFS program as well as the successful completion or abandonment of planned renewable fuel production expansion. There are other market related factors that can offset the revenue received for RINs on a company-wide basis either favorably or unfavorably. The Renewable Fuel Standard ("RFS") program continues to be unpredictable and prices received by us for ethanol RINs averaged \$1.35 per RIN for the year 2023 compared to \$1.42 per RIN in 2022 but exited the year around \$0.80 per RIN. Our business model does not depend on our ability to generate revenues from RINs, and we have historically observed that changes in revenue are typically coupled with offsetting changes in cost of goods that minimizes the majority of any revenue movement. Revenue from the sales of RINs is included in "Other operating revenues" in the Consolidated Income Statements.

As of December 31, 2023, we had \$1.3 billion of Senior Notes and a \$390 million term loan outstanding. We believe that we will generate sufficient cash from operations to fund our ongoing operating requirements and service our debt obligations. At December 31, 2023, we had additional available capacity under the committed \$350 million cash flow revolving credit facility, with none drawn. We expect to use the credit facilities to provide us with available financing to meet any short-term ongoing cash needs in excess of internally generated cash flows. To the extent necessary, we will borrow under these facilities to fund our ongoing operating requirements. There can be no assurances, however, that we will generate sufficient cash from operations or be able to draw on the credit facilities, obtain commitments for our incremental facility, or obtain

and draw upon other credit facilities. For additional information, see Significant Sources of Capital in the Capital Resources and Liquidity section.

The Company currently anticipates total capital expenditures (including land for future development) for the full year 2024 to range from approximately \$400 million to \$450 million depending on how many new stores are completed. We intend to fund our capital program in 2024 primarily using operating cash flow but will supplement funding where necessary through borrowings under our revolving credit facility.

We believe that our business will continue to grow in the future as we expand additional capabilities such as food and beverage within our network. We maintain a pipeline of desirable future store locations for development. The pace of this growth is continually monitored by our management, and these plans can be altered based on operating cash flows generated and the availability of debt facilities.

Seasonality

Our business has inherent seasonality due to the concentration of our retail stores in certain geographic areas, as well as customer behaviors during different seasons. In general, sales volumes and operating incomes are typically highest in the second and third quarters during the summer-activity months and lowest during the winter months.

Business Segments

The Company has one operating segment which is Marketing. The Marketing segment includes our retail marketing stores and product supply and wholesale assets. For operating segment information, see Note 22 "Business Segments" in the accompanying audited consolidated financial statements for the three-year period ended December 31, 2023. Our QuickChek subsidiaries use a weekly retail calendar where each quarter has 13 weeks. For 2023, the QuickChek results cover the period December 31, 2022 to December 29, 2023 and for 2022, the QuickChek results cover the period January 1, 2022 to December 30, 2022 and for 2021 covered the period January 29, 2021 (date of acquisition) to December 31, 2021. The difference in the timing of the period ends is immaterial to the overall consolidated results.

Results of Operations

Consolidated Results

For the year ended December 31, 2023, the Company reported net income of \$556.8 million, or \$25.49 per diluted share, on revenue of \$21.5 billion. Net income was \$672.9 million for 2022, or \$28.10 per diluted share, on revenue of \$23.4 billion.

A summary of the Company's earnings by business segment follows:

(millions of dollars)	Year ended December 31,					
	2023		2022		2021	
Marketing	\$	630.9	\$	740.9	\$	472.8
Corporate and other assets		(74.1)		(68.0)		(75.9)
Net income	\$	556.8	\$	672.9	\$	396.9

Net income for 2023 decreased compared to 2022, primarily due to:

- Lower all-in fuel contribution;
- Higher store operating expenses, excluding payment fees;
- Higher interest expense;
- Higher depreciation and amortization expense;
- Higher selling, general and administrative ("SG&A") expenses

The items below partially offset the decrease in earnings in the current period:

- Higher merchandise contribution;
- Lower income tax expense;
- Lower payment fees

Financial Summary of 2023 Compared to 2022

Revenues for the year ended December 31, 2023 decreased \$1.9 billion, or 8.2%, compared to 2022. The decrease was due to lower average retail fuel prices which decreased 45 cpg, or 12.3%, lower PS&W revenues, which were partially offset by a 1.1% increase in retail fuel volumes sold and a 4.8% increase in merchandise sales revenues.

Cost of sales decreased \$1.8 billion, or 8.7%, compared to 2022, due to the lower average cost of fuel, which decreased 11.1%, and was partially offset by the 1.1% increase in retail fuel volumes sold and a 4.8% increase in merchandise cost of goods sold.

Store and other operating expenses increased \$38.3 million, or 3.9%, in 2023 due primarily to higher employee related costs, increased store maintenance expenses, higher inventory shrink, and were partially offset by lower payment fees. On an average per store month ("APSM") basis, store operating expenses excluding credit card fees and rent increased 4.7% in 2023 when compared to 2022.

Depreciation and amortization expense in 2023 increased \$8.3 million due primarily to the increased number of Murphy branded stores with larger formats.

Selling, general and administrative expenses for 2023 were higher by \$8.0 million primarily due to increased employee related and incentive expenses, and expenses associated with professional and technology services for business improvement initiatives, which were partially offset by lower charitable contributions.

Interest expense in 2023 increased by \$13.2 million compared to 2022 due to an increase in variable interest rates on the term loan during the year.

The effective income tax expense rate in 2023 was 24.2% compared to 23.9% for 2022.

Segment Results

Marketing

Income before income taxes in the Marketing segment for 2023 decreased \$139.1 million, or 14.3%, from 2022 due primarily to lower all-in fuel contribution, higher store and other operating costs, increased selling, general and administrative costs, and depreciation, partially offset by higher merchandise contribution.

The tables below show the results for the Marketing segment for the three years ended December 31, 2023, along with certain key metrics for the segment.

Marketing Segment	Years Ended December 31,		
	2023	2022	2021
Operating revenues			
Petroleum product sales	\$ 17,104.4	\$ 19,230.1	\$ 13,410.8
Merchandise sales	4,089.3	3,903.2	3,677.7
Other operating revenue	335.2	312.1	271.4
Total operating revenues	21,528.9	23,445.4	17,359.9

(Millions of dollars, except revenue per store month (in thousands) and store counts)

Marketing Segment	Years Ended December 31,		
	2023	2022	2021
Operating expenses			
Petroleum product cost of goods sold	15,929.7	17,910.1	12,535.5
Merchandise cost of goods sold	3,285.9	3,136.1	2,976.1
Store and other operating expenses	1,014.6	976.5	827.1
Depreciation and amortization	211.9	204.8	197.3
Selling, general and administrative	240.5	232.5	193.6
Accretion of asset retirement obligations	3.0	2.7	2.5
Total operating expenses	20,685.6	22,462.7	16,732.1
Gain (loss) on sale of assets	(0.7)	(0.7)	1.6
Income (loss) from operations	842.6	982.0	629.4
Other income (expense)			
Interest expense	(8.9)	(9.0)	(8.1)
Other nonoperating income	0.2	—	—
Total other income (expense)	(8.7)	(9.0)	(8.1)
Income (loss) before income taxes	833.9	973.0	621.3
Income tax expense (benefit)	203.0	232.1	148.5
Net Income (loss) from operations	\$ 630.9	\$ 740.9	\$ 472.8
Total tobacco sales revenue per same store sales ^{1,2}	\$ 127.2	\$ 123.3	\$ 120.2
Total non-tobacco sales revenue per same store sales ^{1,2}	72.6	69.7	48.6
Total merchandise sales revenue per same store sales ^{1,2}	\$ 199.8	\$ 193.0	\$ 168.8
¹ 2022 and 2021 amounts not revised for 2023 raze-and-rebuild activity (see SSS definition below)			
² Includes store-level discounts for Murphy Drive Reward ("MDR") redemptions and excludes change in value of unredeemed MDR points			
Store count at end of period	1,733	1,712	1,679
Total store months during the period	20,535	20,172	19,702

Average Per Store Month ("APSM") metric includes all stores open through the date of the calculation, including stores acquired during the period.

Same store sales ("SSS") metric includes aggregated individual store results for all stores open throughout both periods presented. For all periods presented, the store must have been open for the entire calendar year to be included in the comparison. Remodeled stores that remained open or were closed for just a very brief time (less than a month) during the period being compared remain in the same store sales calculation. If a store is replaced either at the same location (raze-and-rebuild) or relocated to a new location, it will be excluded from the calculation during the period it is out of service. Newly constructed stores do not enter the calculation until they are open for each full calendar year for the periods being compared (open by January 1, 2022, for the stores being compared in the 2023 versus 2022 comparison). Acquired stores are not included in the calculation of same stores for the first 12 months after the acquisition. When prior period SSS volumes or sales are presented, they have not been revised for current year activity for raze-and-rebuilds and asset dispositions.

Fuel

Key Operating Metrics	Twelve Months Ended December 31,		
	2023	2022	2021
Total retail fuel contribution (\$ Millions)	\$ 1,324.0	\$ 1,405.0	\$ 951.3
Total PS&W contribution (\$ Millions)	(144.9)	(80.8)	(72.3)
RINs and other (included in Other operating revenues on Consolidated Income Statement) (\$ Millions)	328.6	305.8	265.3
Total fuel contribution (\$ Millions)	\$ 1,507.7	\$ 1,630.0	\$ 1,144.3
Retail fuel volume - chain (Million gal)	4,803.7	4,751.5	4,352.2
Retail fuel volume - per store (K gals APSM) ¹	242.0	244.6	229.4
Retail fuel volume - per store (K gal SSS) ²	237.8	240.9	225.8
Total fuel contribution (cpg)	31.4	34.3	26.3
Retail fuel margin (cpg)	27.6	29.6	21.9
PS&W including RINs contribution (cpg)	3.8	4.7	4.4
¹ APSM metric includes all stores open through the date of calculation			
² 2022 and 2021 amounts not revised for 2023 raze-and-rebuild activity			

The reconciliation of the total fuel contribution to the Consolidated Income Statements is as follows:

(Millions of dollars)	Twelve Months Ended December 31,		
	2023	2022	2021
Petroleum product sales	\$ 17,104.4	\$ 19,230.1	\$ 13,410.8
Less Petroleum product cost of goods sold	(15,929.7)	(17,910.1)	(12,535.5)
Plus RINs and other (included in Other Operating Revenues line)	333.0	310.0	269.0
Total fuel contribution	\$ 1,507.7	\$ 1,630.0	\$ 1,144.3

Merchandise

Key Operating Metrics	Twelve months ended December 31,		
	2023	2022	2021
Total merchandise contribution (\$ Millions)	\$ 803.4	\$ 767.1	\$ 701.6
Total merchandise sales (\$ Millions)	\$ 4,089.3	\$ 3,903.2	\$ 3,677.7
Total merchandise sales (\$K SSS) ^{1,2}	\$ 199.8	\$ 193.0	\$ 168.8
Merchandise unit margin (%)	19.7 %	19.7 %	19.1 %
Tobacco contribution (\$K SSS) ^{1,2}	\$ 18.4	\$ 17.7	\$ 16.7
Non-tobacco contribution (\$K SSS) ^{1,2}	\$ 21.3	\$ 20.2	\$ 10.8
Total merchandise contribution (\$K SSS) ^{1,2}	\$ 39.7	\$ 37.9	\$ 27.5
¹ 2022 and 2021 amounts not revised for 2023 raze-and-rebuild activity			
² Includes store-level discounts for MDR redemptions and excludes change in value of unredeemed MDR points			

Same store sales information compared to APSM metrics:

	Variance from prior year periods					
	December 31, 2023		December 31, 2022		December 31, 2021	
	SSS ¹	APSM ²	SSS ¹	APSM ²	SSS ¹	APSM ²
Fuel gallons per month	(1.8)%	(1.0) %	5.4 %	6.6 %	3.0 %	4.5 %
Merchandise sales	2.7 %	2.9 %	2.9 %	3.7 %	1.0 %	12.2 %
Tobacco sales	3.5 %	2.9 %	2.9 %	2.3 %	(0.4)%	(0.8)%
Non tobacco sales	1.4 %	3.1 %	3.1 %	6.3 %	4.5 %	46.2 %
Merchandise margin	3.0 %	2.9 %	5.1 %	6.8 %	3.5 %	37.7 %
Tobacco margin	4.3 %	2.7 %	5.5 %	4.2 %	2.3 %	4.3 %
Non tobacco margin	1.9 %	3.8 %	4.7 %	9.6 %	5.4 %	89.2 %

¹Includes store-level discounts for MDR redemptions and excludes change in value of unredeemed MDR points

²Includes all MDR activity

Financial Summary of 2023 Compared to 2022

The Marketing segment had total revenues of \$21.5 billion in 2023 compared to \$23.4 billion in 2022, a decrease of \$1.9 billion, due primarily to a lower average retail fuel sales price, partially offset by increased retail fuel volumes sold and higher merchandise sales. Revenue amounts included excise taxes collected and remitted to government authorities of \$2.3 billion in 2023 and \$2.2 billion in 2022.

Total fuel contribution for the year ended December 31, 2023, was \$1.5 billion, a decrease of \$0.1 billion or 7.5%, compared to 2022. This reduction was due to lower retail fuel contribution, combined with lower contribution from PS&W margin, and was partially offset by slightly higher fuel volumes sold for the year. Retail fuel margin on a cpg basis decreased 6.8% in 2023 to 27.6 cpg, compared to 29.6 cpg in the prior year. Total retail fuel volumes increased 1.1%, while fuel sales on an SSS basis decreased 1.8%. Total product supply and wholesale contribution dollars decreased \$41.3 million in the current year due to lower unbranded margins combined with timing and price-related impacts. During 2023, other operating revenue included the sale of 242.7 million RINs compared to the sale of 215.6 million in 2022.

Merchandise sales were up 4.8% in 2023 to \$4.1 billion due to higher sales volumes and prices. Total merchandise contribution in 2023 increased \$36.3 million, or 4.7%, to \$803.4 million compared to \$767.1 million in 2022. Merchandise unit margins were flat at 19.7% in both 2023 and 2022. On an SSS basis, total merchandise sales were up 2.7%, due to a 1.4% increase in non-tobacco sales and an increase of 3.5% in tobacco products. Total margins on a SSS basis for 2023 improved 3.0%, tobacco margins were higher by 4.3%, and non-tobacco margins increased 1.9%, mainly from increased beverage and snack categories.

Store and other operating expenses increased \$38.1 million in 2023 compared to 2022 levels, an increase of 3.9%. This increase in total dollars was due primarily to employee related expenses, maintenance expenses, inventory shrink, and licenses and permits, and was partially offset by lower payment fees. Excluding credit card fees and rent on an APSM basis, store and other operating expenses at the retail level were 4.7% higher in 2023 compared to 2022 levels.

Depreciation and amortization increased \$7.1 million in 2023, an increase of 3.5%. This increase was due primarily to more stores with larger formats operating in the 2023 period.

Selling, general and administrative expenses ("SG&A") increased \$8.0 million in 2023 compared to 2022, primarily due to higher employee related and incentive expenses and expenses associated with professional and technology fees from business improvement initiatives, which were partially offset by lower charitable contributions in the current year.

Corporate and Other Assets

Loss from continuing operations for Corporate and other assets in 2023 was \$74.1 million, compared to a loss of \$68.0 million in 2022. The \$6.1 million increase from the previous year was mainly due to \$13.7 million more in interest expense, \$2.8 million less in gain on the sale of assets, and was partially offset by \$4.2 million less in income tax benefits, a \$3.9 million increase in investment income and a \$2.2 million decrease in other nonoperating expenses.

Non-GAAP Measures

The following table sets forth the Company's EBITDA and Adjusted EBITDA for the three years ended December 31, 2023. EBITDA means net income (loss) plus net interest expense, plus income tax expense, depreciation and amortization, and Adjusted EBITDA adds back (i) other non-cash items (e.g., impairment of properties and accretion of asset retirement obligations) and (ii) other items that management does not consider to be meaningful in assessing our operating performance (e.g., (income) from discontinued operations, net settlement proceeds, (gain) loss on sale of assets, loss on early debt extinguishment, transaction and integration costs related to acquisitions, and other non-operating (income) expense). EBITDA and Adjusted EBITDA are not measures that are prepared in accordance with U.S. generally accepted accounting principles (GAAP).

We use Adjusted EBITDA in our operational and financial decision-making, believing that the measure is useful to eliminate certain items in order to focus on what we deem to be an indicator of ongoing operating performance and our ability to generate cash flow from operations. Adjusted EBITDA is also used by many of our investors, research analysts, investment bankers, and lenders to assess our operating performance. We believe that the presentation of Adjusted EBITDA provides useful information to investors because it allows understanding of a key measure that we evaluate internally when making operating and strategic decisions, preparing our annual plan and evaluating our overall performance. However, non-GAAP measures are not a substitute for GAAP disclosures, and EBITDA and Adjusted EBITDA may be prepared differently by us than by other companies using similarly titled non-GAAP measures.

The reconciliation of net income to EBITDA and Adjusted EBITDA is as follows:

(Millions of dollars)	Years Ended December 31,		
	2023	2022	2021
Net income	\$ 556.8	\$ 672.9	\$ 396.9
Income tax expense (benefit)	177.6	210.9	125.0
Interest expense, net of investment income	91.6	82.3	82.3
Depreciation and amortization	228.7	220.4	212.6
EBITDA	1,054.7	1,186.5	816.8
Accretion of asset retirement obligations	3.0	2.7	2.5
(Gain) loss on sale of assets	0.8	(2.1)	(1.5)
Acquisition and integration related costs	—	1.5	10.4
Other nonoperating (income) expense	—	2.3	(0.2)
Adjusted EBITDA	\$ 1,058.5	\$ 1,190.9	\$ 828.0

Capital Resources and Liquidity

Significant Sources of Capital

As of December 31, 2023, we had \$117.8 million of cash and cash equivalents and total marketable securities of \$11.5 million. Our cash management policy provides that cash balances in excess of a certain threshold are reinvested in certain types of low-risk investments. We have a committed cash flow revolving credit facility (the "revolving facility") of \$350 million, which was undrawn at December 31, 2023, which can be utilized for working capital and other general corporate purposes, including supporting our operating model as described herein. Additional borrowing capacity under the revolving facility may be extended at our request and with the consent of the participating lenders.

We also have a shelf registration on file with the SEC for an indeterminate amount of debt and equity securities for future issuance, subject to our internal limitations on the amount of debt to be issued under this shelf registration statement.

We believe our short-term and long-term liquidity is adequate to fund not only our operations, but also our anticipated near-term and long-term funding requirements, including capital spending programs, execution of announced share repurchase programs, dividend payments, repayment of debt maturities and other amounts that may ultimately be paid in connection with contingencies.

Operating Activities

Net cash provided by operating activities was \$784.0 million for the year ended December 31, 2023 and was \$994.7 million in 2022, a decrease of \$210.7 million, or 21.2%. The decrease was mainly due to a decrease in net income of \$116.1 million in 2023, a decrease in the amount of cash provided from changes in noncash working capital in 2023 of \$86.9 million, and lower deferred and noncurrent tax changes of \$29.5 million, partially offset by increased depreciation of \$8.3 million and an increase of \$10.6 million in cash provided by other operating activities. For the current year, operating cash required by changes in non-cash operating working capital of \$42.1 million was due to an increase of \$56.3 million in accounts receivable due to the timing of receipts, an increase of \$22.1 million in inventories due to higher prices and volumes, a decrease of \$12.0 million in accounts payable and accrued liabilities which was due to the timing of payments, and was partially offset by a decrease of \$25.2 million in prepaid expenses and other current assets, of which \$22.2 million was related to prepaid income taxes as well as an increase of \$23.1 million in income taxes payable, due to the timing of payments. See also Note 16 "Other Financial Information" in the accompanying audited consolidated financial statements for the three-year period ended December 31, 2023.

Investing Activities

For the year ended December 31, 2023, cash required by investing activities was \$323.6 million compared to cash required by investing activities of \$319.3 million in 2022. The increase in cash required by investing activities of \$4.3 million compared to the previous year was primarily due to the increase in capital expenditures of \$30.3 million, lower proceeds from the sale of assets of \$6.4 million, and cash required for other investing activities which were higher by \$1.0 million. The increase in cash required by investing activities was partially offset by the change in redemptions of marketable securities net of new investments of \$33.4 million.

Financing Activities

Financing activities in the year ended December 31, 2023 required net cash of \$403.1 million compared to net cash required of \$871.3 million in 2022. The \$468.2 million decrease in financing cash required was due to a decrease of \$473.2 million in share repurchases, which was partially offset by an increase of \$3.5 million in cash dividends paid, and an increase of \$1.3 million in amounts related to share-based compensation. During 2023 there were net repayments of borrowings of \$15.4 million compared to net repayments of \$15.2 million in 2022.

Dividends

The Company paid dividends of \$1.55 per common share during 2023 for total payments of \$33.4 million, compared to \$1.27 per common share, or \$29.9 million in 2022. As part of our capital allocation strategy, the Company's intention is to deliver targeted double-digit growth in the per share dividend over time.

On February 15, 2024, the Board of Directors declared a quarterly cash dividend of \$0.42 per common share, or \$1.68 per share on an annualized basis. The dividend is payable on March 7, 2024, to shareholders of record as of February 26, 2024.

Share Repurchase Program

On December 1, 2021, our Board of Directors approved a share repurchase authorization of up to \$1 billion, that we began to utilize upon the completion of our 2020 \$500 million share repurchase authorization. The 2021 authorization was completed in October 2023. On May 2, 2023, the Board of Directors approved a new share repurchase authorization of up to \$1.5 billion to be executed by December 31, 2028. The authorization value excludes any excise tax that may be incurred. Purchases may be effected in the open market, through privately negotiated transactions, through one or more accelerated stock repurchase programs, through a combination of the foregoing or in any other manner in the discretion of management. Purchases will be made subject to available cash, market conditions and compliance with our financing arrangements at any time during the period of authorization. We may use cash from operations as well as draws under our credit facilities to effect purchases.

During the year 2023, we repurchased a total of 1,026,300 common shares for \$336.2 million, at an average price of \$327.55 per share, including any excise tax. Repurchases in 2023 were made pursuant to both the now completed 2021 authorization and our 2023 authorization. As of December 31, 2023, we had approximately \$1.4 billion remaining under our 2023 authorization.

Debt

Our long-term debt at December 31, 2023 and 2022 was as set forth below:

(Millions of dollars)	December 31,	
	2023	2022
5.625% senior notes due 2027 (net of unamortized discount of \$1.3 at 2023 and \$1.6 at 2022)	\$ 298.7	\$ 298.4
4.75% senior notes due 2029 (net of unamortized discount of \$3.6 at 2023 and \$4.2 at 2022)	496.4	495.8
3.75% senior notes due 2031 (net of unamortized discount of \$4.4 at 2023 and \$5.1 at 2022)	495.6	494.9
Term loan due 2028 (effective interest rate of 7.23% at 2023 and 5.95% at 2022) net of unamortized discount of \$0.6 at 2023 and \$0.7 at 2022	389.4	393.3
Capitalized lease obligations, autos and equipment, due through 2027	3.1	2.3
Capitalized lease obligations, buildings, due through 2059	123.6	131.3
Unamortized debt issuance costs	(7.1)	(9.1)
Total long-term debt	1,799.7	1,806.9
Less current maturities	15.0	15.0
Total long-term debt, net of current	\$ 1,784.7	\$ 1,791.9

Senior Notes

On April 25, 2017, Murphy Oil USA, Inc. ("MOUSA"), our primary operating subsidiary, issued \$300 million of 5.625% Senior Notes due 2027 (the "2027 Senior Notes") under its existing shelf registration

statement. The 2027 Senior Notes are fully and unconditionally guaranteed by the Company and by the Company's subsidiaries that guarantee our Credit Facilities (as defined below). The indenture governing the 2027 Senior Notes contains restrictive covenants that limit, among other things, the ability of the Company, MOUSA, and the restricted subsidiaries to incur additional indebtedness or liens, dispose of assets, make certain restricted payments or investments, enter into transactions with affiliates or merge with or into other entities.

On September 13, 2019, MOUSA issued \$500 million of 4.75% Senior Notes due 2029 (the "2029 Senior Notes"). The net proceeds from the issuance of the 2029 Senior Notes were used to fund, in part, the tender offer and redemption of a prior note issuance. The 2029 Senior Notes are fully and unconditionally guaranteed by the Company and by the Company's 100% owned subsidiaries that guarantee our Credit Facilities. The indenture governing the 2029 Senior Notes contains restrictive covenants that are essentially identical to the covenants for the 2027 Senior Notes.

On January 29, 2021, MOUSA issued \$500 million of 3.75% Senior Notes due 2031 (the "2031 Senior Notes" and, together with the 2027 Senior Notes and the 2029 Senior Notes, the "Senior Notes"). The net proceeds from the issuance of the 2031 Senior Notes were used, in part, to fund the acquisition of QuickChek and other obligations related to that transaction. The 2031 Senior Notes are fully and unconditionally guaranteed by the Company and by the Company's subsidiaries that guarantee our Credit Facilities. The indenture governing the 2031 Senior Notes contains restrictive covenants that are essentially identical to the covenants for the 2027 and 2029 Senior Notes.

The Senior Notes and related guarantees rank equally with all of our and the guarantors' existing and future senior unsecured indebtedness and effectively junior to our and the guarantors' existing and future secured indebtedness (including indebtedness with respect to the Credit Facilities) to the extent of the value of the assets securing such indebtedness. The Senior Notes are structurally subordinated to all of the existing and future third-party liabilities, including trade payables, of our existing and future subsidiaries that do not guarantee the notes.

Revolving Credit Facility and Term Loan

Our credit agreement consists of both a cash flow revolving credit facility and a senior secured term loan.

The credit agreement provides for a senior secured term loan in an aggregate principal amount of \$400 million (the "Term Facility") (which was borrowed in full on January 29, 2021) and revolving credit commitments in an aggregate amount equal to \$350 million (the "Revolving Facility", and together with the Term Facility, the "Credit Facilities"). The outstanding balance of the term loan was \$390 million at December 31, 2023. The term loan is due January 2028, and we are required to make quarterly principal payments of \$1 million, which began on July 1, 2021. As of December 31, 2023, we had no outstanding borrowings under the Revolving Facility and had \$6.2 million in outstanding letters of credit (which reduces the amount available to borrow under the Revolving Facility).

Interest payable on the Term Facility is based on either:

- the term overnight financing rate, plus the applicable Alternative Reference Rate Committee ("ARRC") recommended credit spread adjustment (the "Adjusted Term SOFR Rate");

or

- the Alternate Base Rate, which is defined as the highest of (a) the rate of interest last quoted by The Wall Street Journal as the "Prime Rate", (b) the greater of federal funds effective rate and the overnight bank funding rate determined by the Federal Reserve Bank of New York from time to time plus 0.50% per annum and (c) the one-month Adjusted Term SOFR Rate plus 1.00% per annum,

plus, (A) in the case of Adjusted Term SOFR Rate borrowings, a spread of 1.75% per annum and (B) in the case of Alternate Base Rate borrowings, a spread of 0.75% per annum.

Interest payable on the Revolving Facility is based on either:

- the term secured overnight financing rate, plus 0.10% credit spread adjustment for all interest periods (the "Adjusted SOFR Rate"), which is subject to a 0.0% floor;

or

- the Alternate Base Rate, which is defined as the highest of (a) the rate of interest last quoted by The Wall Street Journal as the "Prime Rate", (b) the greater of federal funds effective rate and the overnight bank funding rate determined by the Federal Reserve Bank of New York from time to time plus 0.50% per annum and (c) the one-month Adjusted SOFR Rate plus 1.00% per annum,

plus, (A) in the case of Adjusted SOFR Rate borrowings, a spread of 1.75% to 2.25% per annum depending on a total debt to EBITDA ratio and (B) in the case of Alternate Base Rate borrowings, spreads ranging from 0.75% to 1.25% per annum depending on a total debt to EBITDA ratio.

The Term Facility amortizes in quarterly installments, which commenced on July 1, 2021, at a rate of 1.00% per annum. Murphy USA is also required to prepay the Term Facility with a portion of its excess cash flow, a portion of the net cash proceeds of certain asset sales and casualty events (subject to certain reinvestment rights) and the net cash proceeds of issuances of indebtedness not permitted under the Credit Agreement. The Credit Agreement allows Murphy USA to prepay, in whole or in part, the Term Facility outstanding thereunder, together with any accrued and unpaid interest, with prior notice but without premium or penalty other than breakage and redeployment costs.

The credit agreement contains certain covenants that limit, among other things, the ability of the Company and certain of its subsidiaries to incur additional indebtedness or liens, to make certain investments, to enter into sale-leaseback transactions, to make certain restricted payments, to enter into consolidations, mergers or sales of material assets and other fundamental changes, to transact with affiliates, to enter into agreements restricting the ability of subsidiaries to incur liens or pay dividends, or to make certain accounting changes. The Revolving Facility credit agreement also impose total leverage ratio and secured net leverage ratio financial maintenance covenants which are tested quarterly. Pursuant to the total leverage ratio financial maintenance covenant, the Company must maintain a total leverage ratio of not more than 5.0 to 1.0 with an ability in certain circumstances to temporarily increase that limit to 5.5 to 1.0 and a maximum secured net leverage ratio of not more than 3.75 to 1.0 with an ability in certain circumstances to temporarily increase that limit to 4.25 to 1.0. The Credit Agreement also contains customary events of default.

Pursuant to the credit agreement's covenant limiting certain restricted payments, certain payments in respect of our equity interests, including dividends, when the total leverage ratio, calculated on a pro forma basis, is greater than 3.0 to 1.0, could be limited. At December 31, 2023, our total leverage ratio was 1.68 to 1.0 which meant our ability at that date to make restricted payments was not limited. If our total leverage ratio, on a pro forma basis, exceeds 3.0 to 1.0, any restricted payments made following that time until the ratio is once again, on a pro forma basis, below 3.0 to 1.0 would be limited by the covenant, which contains certain exceptions, including an ability to make restricted payments in cash in an aggregate amount not to exceed the greater of \$115.6 million, or 4.5% of consolidated net tangible assets over the life of the credit agreement.

Supplemental Guarantor Financial Information

The following is a description of the guarantees with respect to the Senior Notes and the Credit Facilities, for which MOUSA is primary obligor, and for which the Company and certain 100% owned subsidiaries provide full and unconditional guarantees on a joint and several basis. See "—Debt" above for additional information concerning the Company's outstanding indebtedness, all of which is guaranteed as described below. See also Note 9 "Long-Term Debt" in the accompanying consolidated financial statements for the three years ended December 31, 2023.

The Senior Notes and related guarantees rank equally with all of our and the guarantors' existing and future senior unsecured indebtedness and effectively junior to our and the guarantors' existing and future secured indebtedness (including indebtedness with respect to the Credit Facilities) to the extent of the value of the assets securing such indebtedness. The Senior Notes and related guarantees are structurally subordinated to all of the existing and future third-party liabilities, including trade payables, of our existing and future subsidiaries that do not guarantee the notes.

All obligations under the Credit Facilities are guaranteed by the Company and the same subsidiary guarantors that guarantee the Senior Notes. All obligations under the Credit Facilities, including the guarantees of those obligations, are secured by certain assets of the Company, MOUSA, and the other guarantors.

The combined assets, liabilities and results of operations of MOUSA and the guarantors are not materially different from corresponding amounts presented in the consolidated financial statements included herein. MOUSA is our primary operating subsidiary and generated the vast majority of our revenues for the year ended December 31, 2023 and accounted for the vast majority of our total assets as of December 31, 2023. In the event MOUSA itself were unable to service the Company's consolidated debt obligations, our business and financial condition would be materially adversely impacted.

Contractual Obligations

The following table summarizes our aggregate contractual fixed and variable obligations as of December 31, 2023.

(Millions of dollars)		Total	Less than 1 year	1-3 years	4-5 years
obligations ¹	Debt	\$ 1,744.6	\$ 15.0	\$ 30.9	\$ 698.7
	Operating lease obligations	794.3	53.1	104.1	101.3
obligations ²	Purchase	664.5	354.7	292.2	9.4
	Asset retirement obligations	164.2	—	—	—
Other long-term obligations, including interest on long-term debt		460.9	81.4	160.3	131.7
Total		\$ 3,828.5	\$ 504.2	\$ 587.5	\$ 941.1

¹For additional information, see Note 9 "Long-Term Debt" in the accompanying audited consolidated financial statements.

²Primarily includes ongoing new retail store construction in progress at December 31, 2023, commitments to purchase land, take-or-pay supply contracts and other services. See Note 18 "Commitments" in the audited consolidated financial statements for the year ended

Capital Spending

Capital spending and investments in our Marketing segment relate primarily to the acquisition of land and the construction of new Company stores. Our Marketing capital is also deployed to improve our existing stores, which we refer to as sustaining capital. We use sustaining capital in this business as needed to ensure reliability and continued performance of our stores. We also invest in our Corporate and other assets segment which is primarily technology related.

The following table outlines our capital spending and investments by category for the three years ended December 31, 2023:

(Millions of dollars)	Years Ended December 31,		
	2023	2022	2021
Marketing:			
Company stores	\$ 232.0	\$ 245.7	\$ 221.2
Terminals	5.7	—	2.5
Sustaining capital	51.8	33.4	21.8
Corporate and other assets	54.6	26.7	32.0
Total	\$ 344.1	\$ 305.8	\$ 277.5

We currently expect capital expenditures for the full year 2024 to range from approximately \$400 million to \$450 million, including \$275 million to \$315 million for retail growth, approximately \$75 million to \$80 million for maintenance capital, with the remaining funds earmarked for other corporate investments and other strategic initiatives. See Note 18 "Commitments" in the audited consolidated financial statements for the three years ended December 31, 2023, included in this Annual Report on Form 10-K.

Critical Accounting Policies

Goodwill and intangible assets

Goodwill represents the excess of the aggregate of the consideration transferred over the net assets acquired and liabilities assumed and is tested annually for impairment, or more frequently if there are indicators of impairment. Acquired finite-lived intangible assets are amortized on a straight-line basis over their estimated useful lives and are reviewed for impairment when events or circumstances indicate that the asset group to which the intangible assets belong might be impaired. The Company revises the estimated remaining useful life of these assets when events or changes in circumstances warrant a revision. If the Company revises the useful life, the unamortized balance is amortized over the use life on a prospective basis. Indefinite-lived intangibles are tested annually for impairment, or more often if indicators warrant.

Impairment of Long-Lived Assets

Individual retail stores are reviewed for impairment periodically or whenever events or circumstances indicate that the carrying amount of an asset may not be recoverable. Our primary indicator that operating store assets may not be recoverable is consistent negative cash flow over a twenty-four month period for those retail stores that have been open in the same location for a sufficient period to allow for meaningful analysis of ongoing results. We also monitor other factors when evaluating retail stores for impairment, including individual store execution of operating plans and local market conditions.

When an evaluation is required, the projected future undiscounted cash flows to be generated from each retail store over its remaining economic life are compared to the carrying value of the long-lived assets of that store to determine if a write-down of the carrying value to fair value is required. When determining future cash flows associated with an individual retail store, we make assumptions about key variables such as sales volume, gross margins and expenses. Cash flows vary for each retail store year to year. Changes in market demographics, traffic patterns, competition and other factors impact the overall operations of certain of our individual retail store locations. Similar changes may occur in the future that will require us to record impairment charges. We have not made any material change in the methodology used to estimate future cash flows of retail store locations during the past three years.

Our impairment evaluations are based on assumptions we deem to be reasonable. If the actual results of our retail stores are not consistent with the estimates and judgments, we have made in estimating future cash flows and determining fair values, our actual impairment losses could vary positively or negatively from our estimated impairment losses. Providing sensitivity analysis if other assumptions were used in performing the impairment evaluations is not practical due to the significant number of assumptions involved in the estimates.

Tax Matters

We are subject to extensive tax liabilities imposed by multiple jurisdictions, including income taxes, indirect taxes (excise/duty, sales/use, and gross receipts taxes), payroll taxes, franchise taxes, withholding taxes and ad valorem taxes. New tax laws and regulations and changes in existing tax laws and regulations are continuously being enacted or proposed that could result in increased expenditures for tax liabilities that cannot be predicted at this time. In addition, we have received claims from various jurisdictions related to certain tax matters. Tax liabilities include potential assessments of penalty and interest amounts.

We record tax liabilities based on our assessment of existing tax laws and regulations. A contingent loss related to a transactional tax claim is recorded if the loss is both probable and estimable. The recording of our tax liabilities requires significant judgments and estimates. Actual tax liabilities can vary from our estimates for a variety of reasons, including different interpretations of tax laws and regulations and different assessments of the amount of tax due. In addition, in determining our income tax provision, we must assess the likelihood that our deferred tax assets will be recovered through future taxable income. Significant judgment is required in estimating the amount of valuation allowance, if any, that should be recorded against those deferred income tax assets. If our actual results of operations differ from such estimates or our estimates of future taxable income change, the valuation allowance may need to be revised. However, an estimate of the sensitivity to earnings that would result from changes in the assumptions and estimates used in determining our tax liabilities is not practicable due to the number of assumptions and tax laws involved, the various potential interpretations of the tax laws, and the wide range of possible outcomes. The Company is occasionally challenged by taxing authorities over the amount and/or timing of recognition of revenues and deductions in its various income tax returns. Although the Company believes it has adequate accruals for matters not resolved with various taxing authorities, gains or losses could occur in future years from changes in estimates or resolution of outstanding matters. See Note 11 "Income Taxes" in the accompanying audited consolidated financial statements for the three-year period ended December 31, 2023 for a further discussion of our tax liabilities.

Asset Retirement Obligations

We operate above ground and underground storage tanks at our facilities. We recognize the estimated future cost to remove these underground storage tanks ("USTs") over their estimated useful lives. We record a discounted liability for the fair value of an asset retirement obligation with a corresponding increase to the carrying value of the related long-lived asset at the time a UST is installed. We depreciate the amount added to cost of the property and recognize accretion expense in connection with the discounted liability over the remaining life of the UST.

We have not made any material changes in the methodology used to estimate future costs for removal of a UST during the past three years. We base our estimates of such future costs on our prior experience with removal and normal and customary costs we expect to incur associated with UST removal. We compare our cost estimates with our actual removal cost experience, if any, on an annual basis, and if the actual costs we experience exceed our original estimates, we will recognize an additional liability for estimated future costs to remove the USTs. Because these estimates are subjective and are currently based on historical costs with adjustments for estimated future changes in the associated costs, the dollar amount of these obligations could change as more information is obtained. There were no material changes in our asset retirement obligation estimates during 2023, 2022, or 2021. See also Note 10 "Asset Retirement Obligation" in the accompanying audited consolidated financial statements for the three-year period ended December 31, 2023.

Business combinations

We account for business combinations using the purchase method of accounting. The purchase price of an acquisition is measured as the aggregate of the fair value of the consideration transferred. The purchase price is allocated to the fair values of the tangible and intangible assets acquired and liabilities assumed at date of acquisition, with any excess recorded as goodwill. These fair value determinations require management to make estimates which are based on all available information and may involve the use of assumptions with respect to the timing and amount of future revenues and expenses, the weighted average cost of capital, and royalty rates associated with the transaction and the assets or liabilities acquired. This judgment and determination affect the amount of consideration paid that is allocable to assets and liabilities acquired in the

business purchase transaction. The purchase price allocation may be provisional during a measurement period of up to one year to provide reasonable time to obtain the information necessary to identify and measure the assets acquired and liabilities assumed. Any such measurement period adjustments are recognized in the period in which the adjustment amount is determined. Transaction costs associated with the acquisition are expensed as incurred.

FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains certain statements or may suggest "forward-looking" information (as defined in the Private Securities Litigation Reform Act of 1995) that involve risk and uncertainties, including, but not limited to our M&A activity, anticipated store openings and associated capital expenditures, fuel margins, merchandise margins, sales of RINs, trends in our operations, dividends, and share repurchases. Such statements are based upon the current beliefs and expectations of the Company's management and are subject to significant risks and uncertainties. Actual future results may differ materially from historical results or current expectations depending upon factors including, but not limited to: the Company's ability to realize projected synergies from the acquisition of QuickChek and successfully expand our food and beverage offerings; our ability to continue to maintain a good business relationship with Walmart; successful execution of our growth strategy, including our ability to realize the anticipated benefits from such growth initiatives, and the timely completion of construction associated with our newly planned stores which may be impacted by the financial health of third parties; our ability to effectively manage our inventory, manage disruptions in our supply chain and our ability to control costs; geopolitical events, such as Russia's invasion of Ukraine and the conflicts in the Middle East, that impact the supply and demand and prices of crude oil; the impact of severe weather events, such as hurricanes, floods and earthquakes; the impact of a global health pandemic, and the government reaction in response thereof; the impact of any systems failures, cybersecurity and/or security breaches of the company or its vendor partners, including any security breach that results in theft, transfer or unauthorized disclosure of customer, employee or company information or our compliance with information security and privacy laws and regulations in the event of such an incident; successful execution of our information technology strategy; reduced demand for our products due to the implementation of more stringent fuel economy and greenhouse gas reduction requirements, or increasingly widespread adoption of electric vehicle technology; future tobacco or e-cigarette legislation and any other efforts that make purchasing tobacco products more costly or difficult could hurt our revenues and impact gross margins; efficient and proper allocation of our capital resources, including the timing, declaration, amount and payment of any future dividends or levels of the company's share repurchases, or management of operating cash; the market price of the Company's stock prevailing from time to time, the nature of other investment opportunities presented to the Company from time to time, the Company's cash flows from operations, and general economic conditions; compliance with debt covenants; availability and cost of credit; and changes in interest rates. The Company undertakes no obligation to update or revise any forward-looking statements to reflect subsequent events, new information or future circumstances.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Commodity Price Risk

We are exposed to market risks related to the volatility in the price of crude oil and refined products (primarily gasoline and diesel) used in our operations. These fluctuations can affect our revenues and purchases, as well as the cost of operating, investing, and financing activities. We make limited use of derivative instruments to manage certain risks related to commodity prices. The use of derivative instruments for risk management is covered by operating policies and is closely monitored by our middle-office function and the Company's senior management.

As described in Note 14 "Financial Instruments and Risk Management" in the accompanying audited consolidated financial statements, there were short-term commodity derivative contracts in place at December 31, 2023 to hedge the purchase price of refined products. A 10% increase or decrease in the respective benchmark price of the commodities underlying these derivative contracts would have been immaterial to the Company. Changes in the fair value of these derivative contracts generally offset the changes in the value for an equivalent volume of these products.

Interest Rate Risk

We have exposure to interest rate risks related to volatility of our floating rate term loan with a balance as of December 31, 2023, of \$390.0 million and to our cash flow revolver facility which currently is undrawn. Both of these loans are tied to SOFR interest rates which can move in either direction and cause fluctuations in our interest expense recognized in any period and in our cash flows related to interest payments made. We make limited use of interest rate swaps to hedge a portion of our exposure to these rate movements. The acquisition of any interest rate derivatives is undertaken by senior management when appropriate with delegated authority from the appropriate Board level committee.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Information required by this item appears on Pages F-1 through F-39, which follow the [exhibit index](#) of the Annual Report on Form 10-K.

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None

Item 9A. CONTROLS AND PROCEDURES*Evaluation of Disclosure Controls and Procedures.*

Our management has evaluated, with the participation of our principal executive and financial officers, the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15 under the Securities Exchange Act of 1934) as of the end of the period covered by this report and has concluded that our disclosure controls and procedures were effective and appropriately allowed for timely decisions regarding required disclosures as of December 31, 2023.

Internal Control over Financial Reporting

The SEC, as required by Section 404 of the Sarbanes-Oxley Act of 2002, adopted rules that generally require every company that files reports with the SEC to evaluate its effectiveness of internal controls over financial reporting.

Management has conducted an evaluation of the effectiveness of the Company's internal control over financial reporting based on the criteria set forth in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on the results of this evaluation, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2023. Management's report is included on page F-1 of this Annual Report on Form 10-K. KPMG LLP, an independent registered public accounting firm, has made an independent assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2023, and their report is included on page F-4 of this Annual Report on Form 10-K.

There were no changes in the Company's internal controls over financial reporting that occurred during the fourth quarter of 2023 that have affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. OTHER INFORMATION

None

Item 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

None

Part III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Certain information regarding executive officers of the Company is included under the caption "Executive Officers of the Registrant" in Part I of this Annual Report on Form 10-K. Other information required by this item is incorporated by reference to the Registrant's definitive Proxy Statement for the 2024 Annual Meeting of Stockholders under the captions "Election of Directors" and "Committees".

Murphy USA has adopted a Code of Business Conduct and Ethics, which can be found under the Corporate Governance tab at <http://ir.corporate.murphyusa.com>. Stockholders may also obtain free of charge a copy of the Code of Business Conduct and Ethics by writing to the Company's Secretary at P.O. Box 7300, El Dorado, AR 71730-5836. Any future amendments to or waivers of the Company's Code of Business Conduct and Ethics will be posted on the Company's Internet Web site.

Item 11. EXECUTIVE COMPENSATION

Information required by this item is incorporated by reference to Murphy USA's definitive Proxy Statement for the 2024 Annual Meeting of Stockholders under the captions "Compensation Discussion and Analysis" and "Compensation of Directors" and in various compensation schedules.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information required by this item is incorporated by reference to Murphy USA's definitive Proxy Statement for the 2024 Annual Meeting of Stockholders under the captions "Security Ownership of Certain Beneficial Owners," "Security Ownership of Management," and "Equity Compensation Plan Information."

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information required by this item is incorporated by reference to Murphy USA's definitive Proxy Statement for the 2024 Annual Meeting of Stockholders under the caption "Review, Approval or Ratification of Transactions with Related Persons."

Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information required by this item is incorporated by reference to Murphy USA's definitive Proxy Statement for the 2024 Annual Meeting of Stockholders under the caption "Audit Committee Report."

Part IV

Item 15. EXHIBIT and FINANCIAL STATEMENT SCHEDULES

(a) 1. **Financial Statements** – The consolidated financial statements of Murphy USA Inc. and consolidated subsidiaries are located or begin on the pages of this Annual Report on Form 10-K as indicated below.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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2. Financial Statement Schedules

Schedule II – Valuation Accounts and Reserves

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All other financial statement schedules are omitted because they are either not applicable or the required information is included in the consolidated financial statements or notes thereto.

3. Exhibits – The following is an index of exhibits that are hereby filed as indicated by asterisk (*), that are considered furnished rather than filed, or that are incorporated by reference. Exhibits other than those listed have been omitted since they either are not required or are not applicable.

Exhibit Number	Description
2.1	Separation and Distribution Agreement, dated August 30, 2013, between Murphy Oil Corporation and Murphy USA Inc. (incorporated by reference to Murphy USA's Current Report on Form 8-K filed September 5, 2013)
2.2	Agreement and Plan of Merger by and among Quick Chek Corporation, Murphy USA NJ, Inc., Murphy USA Inc. and Fortis Advisors LLC, a Shareholder Representative, dated December 12, 2020 (incorporated by reference to Exhibit 2.1 to Murphy USA's Current Report on Form 8-K filed February 1, 2021)
2.3	Amendment to Agreement and Plan of Merger, dated as of January 29, 2021, by and among Murphy USA Inc., Quick Chek Corporation, Murphy USA NJ, Inc. and Fortis Advisors LLC (incorporated by reference to Exhibit 2.2 to Murphy USA's Current Report on Form 8-K filed February 1, 2021)
3.1	Murphy USA Inc. Amended and Restated Certificate of Incorporation (incorporated by reference to Murphy USA's Quarterly Report on Form 10-Q filed November 8, 2013)
3.2	Murphy USA Inc. Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 Murphy USA's Current Report on Form 8-K filed March 18, 2022)
4.1	Indenture (including form of notes) dated as of April 25, 2017 among Murphy Oil USA, Inc., Murphy USA Inc., as a guarantor, the other guarantors party thereto and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to Murphy USA's Current Report on Form 8-K filed April 25, 2017)
4.2	Indenture dated as of September 13, 2019 among Murphy Oil USA, Inc., Murphy USA Inc., as a guarantor, the other guarantor party thereto and UMB Bank, N.A., as trustee (incorporated by reference to Exhibit 4.1 to Murphy USA's Current Report on Form 8-K filed September 13, 2019)
4.3	Indenture dated as of January 29, 2021, by and among Murphy Oil USA, Inc., Murphy USA Inc., as a guarantor, the other guarantors party thereto and UMB Bank, N.A., as trustee (incorporated by reference to Exhibit 4.1 to Murphy USA's Current Report on Form 8-K filed February 1, 2021)
4.4*	Description of Registrant's Securities registered pursuant to Section 12 of the Securities Exchange Act of 1934
10.1	Tax Matters Agreement, dated August 30, 2013, between Murphy Oil Corporation and Murphy USA Inc. (incorporated by reference to Murphy USA's Current Report on Form 8-K filed September 5, 2013)
10.2	Severance Protection Agreement dated as of August 20, 2013 between Murphy USA and R. Andrew Clyde, (incorporated by reference to Murphy USA's Current Report on Form 8-K filed August 22, 2013)†
10.3	Murphy USA Inc. 2013 Long-Term Incentive Plan, as amended and restated effective as of February 9, 2017)† (incorporated by reference to Murphy USA Inc's Annual Report on Form 10-K filed February 22, 2017)
10.4	Murphy USA Inc. 2013 Stock Plan for Non-Employee Directors (incorporated by reference to Murphy USA's Registration Statement on Form S-8 (File No. 333-191131) filed September 12, 2013)†

10.5	<u>Murphy USA Inc. Supplemental Executive Retirement Plan, as amended and restated, on October 1, 2018 and effective January 1, 2019 (incorporated by reference to Exhibit 10.11 to Murphy USA's Annual Report on Form 10-K filed February 19, 2019)†</u>
10.6	<u>Form of Murphy USA 2013 Long-Term Incentive Plan Option Grant Agreement (incorporated by reference to Exhibit 10.10 to Murphy USA Inc's Annual Report on Form 10-K filed February 19, 2021)†</u>
10.7	<u>Form of Murphy USA 2013 Long-Term Incentive Plan RSU Agreement (incorporated by reference to Exhibit 10.11 to Murphy USA Inc's Annual Report on Form 10-K filed February 19, 2021)†</u>
10.8	<u>Form of Murphy USA 2013 Long-Term Incentive Plan Performance Share Agreement (incorporated by reference to Exhibit 10.12 to Murphy USA Inc's Annual Report on Form 10-K filed on February 19 2021)†</u>
10.9	<u>Form of Murphy USA 2013 Non-Employee Director Award (incorporated by reference to Exhibit 10.13 to Murphy USA Inc's Annual Report on Form 10-K file February 19, 2021)†</u>
10.10	<u>Murphy USA Inc. 2019 Annual Incentive Plan, as amended and restated, on February 7, 2019 and effective as of January 1, 2019 (incorporated by reference to Exhibit 10.20 to Murphy USA's Annual Report on Form 10-K filed February 19, 2019)†</u>
10.11	<u>Credit Agreement, dated as of January 29, 2021, by and among Murphy USA Inc., Murphy Oil USA, Inc., Royal Bank of Canada, as term administrative agent, JPMorgan Chase Bank, N.A., as revolving administrative agent, and the lenders party thereto (incorporated by reference to Exhibit 10.1 to Murphy USA's Current Report on Form 8-K as filed February 1, 2021)</u>
10.12	<u>Form of Murphy USA 2013 Long-Term Incentive Plan Option Agreement (February 2023 grants) (incorporated by reference to Exhibit 10.12 to Murphy USA Inc's Annual Report on Form 10-K filed February 15, 2023)†</u>
10.13	<u>Form of Murphy USA 2013 Long-Term Incentive Plan RSU Agreement (February 2023 grants)(incorporated by reference to Exhibit 10.13 to Murphy USA's Inc's Annual Report on Form 10-K filed on February 15, 2023)†</u>
10.14	<u>Form of Murphy USA 2013 Long-Term Incentive Plan Performance Stock Unit Agreement (February 2023 grants) (incorporated by reference to Exhibit 10.14 to Murphy USA Inc's Annual Report on Form 10-K filed February 15, 2023)†</u>
10.15	<u>Form of Murphy USA 2013 Non-Employee Director Equity Grant (February 2023 grants) (incorporated by reference to Exhibit 10.15 to Murphy USA Inc's Annual Report on Form 10-K filed February 15, 2023)†</u>
10.16	<u>Form of Murphy USA 2013 Non-Employee Director Cash Deferral Equity Grant (February 2023 grants) (incorporated by reference to Exhibit 10.16 Murphy USA Inc's Annual Report on Form 10-K filed February 15, 2023)</u>
10.17	<u>Murphy USA Inc. 2023 Omnibus Incentive Plan (incorporated by reference to Exhibit 99 to Murphy USA Inc's Registration Statement on Form S-8 (File No. 333-271777) filed May 9, 2023)†</u>
10.18	<u>First Amendment Agreement, dated as of March 8, 2023, to the Credit Agreement dated as of January 29, 2021, among Murphy USA Inc., Murphy Oil USA, Inc., the Lenders party thereto, JPMorgan Chase Bank, N.A., as Revolving Administrative Agent and Collateral Agent, and Royal Bank of Canada, as Term Administrative Agent (incorporated by reference to Exhibit 10.1 to Murphy USA Inc's Quarterly Report on Form 10-Q filed May 4, 2023)</u>
10.19	<u>Form of 2023 Omnibus Incentive Plan Option Grant Agreement (incorporated by reference to Exhibit 10.1 to Murphy USA Inc's Quarterly Report on Form 10-Q filed August 3, 2023)†</u>
10.20	<u>Form of 2023 Omnibus Incentive Plan Performance Share Agreement (incorporated by reference to Exhibit 10.2 to Murphy USA Inc's Quarterly Report on Form 10-Q filed August 3, 2023)†</u>
10.21	<u>Form of 2023 Omnibus Incentive Plan RSU Agreement (Non-Employee Director Award) (incorporated by reference to Exhibit 10.3 to Murphy USA Inc's Quarterly Report on Form 10-Q filed August 3, 2023)†</u>

10.22	Form of 2023 Omnibus Incentive Plan RSU Agreement (Employees) (incorporated by reference to Exhibit 10.4 to Murphy USA Inc's Quarterly Report on Form 10-Q filed August 3, 2023)†
10.23	Second Amendment Agreement, dated as of June 26, 2023, to the Credit Agreement dated as of January 29, 2021, as amended as of March 8, 2023, by and among Murphy USA, Inc., the Lenders party thereto, JPMorgan Chase Bank, N.A. as Revolving Administrative Agent and Collateral Agent, and Royal Bank of Canada, as Term Administrative Agent (incorporated by reference to Exhibit 10.5 to Murphy USA Inc's Quarterly Report on Form 10-Q filed August 3, 2023)
10.24*	Murphy USA Inc 2019 Annual Incentive Plan, as amended and restated, on November 30, 2023 and effective January 1, 2024†
21*	List of Subsidiaries of Murphy USA
22*	List of Subsidiary Guarantors and Issuers of Guaranteed Debt
23.1*	Consent of KPMG LLP, Independent Registered Public Accounting Firm
31.1*	Certification required by Rule 13a-14(a) pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of Principal Executive Officer
31.2*	Certification required by Rule 13a-14(a) pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of Principal Financial Officer
32.1*	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 of Principal Executive Officer
32.2*	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 of Principal Financial Officer
97.1*	Murphy USA Inc 2023 Financial Restatement Compensation Recoupment Policy
101. INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL documents
101. SCH*	Inline XBRL Taxonomy Extension Schema Document
101. CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101. DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101. LAB*	Inline XBRL Taxonomy Extension Labels Linkbase Document
101. PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase
104	Cover Page Interactive Data File - the cover page interactive data file does not appear in the Interactive Data file because its XBRL tags are embedded within the Inline XBRL document

* Filed herewith

† Management contract or compensatory plan or arrangement

Item 16. Form 10-K Summary

None

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MURPHY USA, Inc.

By: /s/ R. Andrew Clyde
R. Andrew Clyde, President

Date: February 15, 2024

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on February 15, 2024 by the following persons on behalf of the registrant and in the capacities indicated.

/s/ R. Madison Murphy

R. Madison Murphy, Chairman and Director

/s/ David B. Miller

David B. Miller, Director

/s/ R. Andrew Clyde
R. Andrew Clyde, President and Chief
Executive Officer and Director
(Principal Executive Officer)

/s/ Jeanne L. Phillips

Jeanne L. Phillips, Director

/s/ Claiborne P. Deming

Claiborne P. Deming, Director

/s/ Jack T. Taylor
Jack T. Taylor, Director

/s/ David L. Goebel

David L. Goebel, Director

/s/ Rosemary Turner

Rosemary Turner, Director

/s/ Fred L. Holliger

Fred L. Holliger, Director

/s/ Mindy K. West

Mindy K. West, Executive Vice President, Fuels,
Treasurer, and Chief Financial Officer
(Principal Financial Officer)

/s/ James W. Keyes

James W. Keyes, Director

/s/ Donald R. Smith, Jr.
Donald R. Smith, Jr.
Vice President and Controller
(Principal Accounting Officer)

/s/ Diane N. Landen

Diane N. Landen, Director

REPORT OF MANAGEMENT- CONSOLIDATED FINANCIAL STATEMENTS

The management of Murphy USA Inc. is responsible for the preparation and integrity of the accompanying consolidated financial statements and other financial data. The statements were prepared in conformity with U.S. generally accepted accounting principles appropriate in the circumstances and include some amounts based on informed estimates and judgments, with consideration given to materiality.

An independent, registered public accounting firm, KPMG LLP, has audited the Company's consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board and provides an objective, independent opinion about the Company's consolidated financial statements. The Audit Committee of the Board of Directors appoints the independent registered public accounting firm; ratification of the appointment is solicited annually from the shareholders. KPMG LLP's opinion covering the Company's consolidated financial statements can be found on page F-2.

The Board of Directors appoints an Audit Committee annually to implement and to support the Board's oversight function of the Company's financial reporting, accounting policies, internal controls and independent registered public accounting firm. This Committee is composed solely of directors who are not employees of the Company. The Committee meets routinely with representatives of management, the Company's internal audit team and the independent registered public accounting firm to review and discuss the adequacy and effectiveness of the Company's internal controls, the quality and clarity of its financial reporting, the scope and results of independent and internal audits, and to fulfill other responsibilities included in the Committee's Charter. The independent registered public accounting firm and the Company's internal audit team have unrestricted access to the Committee, without management presence, to discuss audit findings and other financial matters.

REPORT OF MANAGEMENT – INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f). The Company's internal controls have been designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements in accordance with U.S. generally accepted accounting principles. All internal control systems have inherent limitations, and therefore, can provide only reasonable assurance with respect to the reliability of financial reporting and preparation of consolidated financial statements.

Management has conducted an evaluation of the effectiveness of the Company's internal control over financial reporting based on the criteria set forth in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. Based on the results of this evaluation, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2023.

KPMG LLP has performed an audit of the Company's internal control over financial reporting and their opinion thereon can be found on page F-4.

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
Murphy USA Inc.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Murphy USA Inc. and subsidiaries (the Company) as of December 31, 2023 and 2022, the related consolidated income statements, statements of comprehensive income, statements of cash flows, and statements of changes in equity for each of the years in the three-year period ended December 31, 2023, and the related notes and financial statement schedule II (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2023, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 15, 2024 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Assessment of impairment triggering events related to property, plant and equipment

As discussed in Note 2 to the consolidated financial statements, the Company assesses its property, plant and equipment for potential impairment whenever events or changes in circumstances indicate that the carrying value of the asset or asset group may not be recoverable. The property, plant and equipment balance, at cost less accumulated depreciation, as of December 31, 2023 was \$2,571.8 million. Some retail sites may generate negative cash flow or experience events that indicate carrying values might not

be recovered, indicating a higher risk that these retail sites might be impaired. This requires the Company to consider profitability and retail site specific factors when evaluating its retail sites for impairment in order to determine whether or not an impairment triggering event has occurred.

We identified the assessment of impairment triggering events related to property, plant and equipment as a critical audit matter. The determination of the asset group level, the evaluation of retail site profitability, and the assessment of retail site specific factors involved challenging auditor judgment, as changes to those factors could have a significant impact on the Company's assessment of an impairment triggering event.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the Company's triggering events assessment process over property, plant and equipment, including controls related to the identification of impairment triggers. We evaluated the asset group level at which the Company's analysis was performed. We assessed the Company's methodology of identifying retail site specific factors to be considered in the triggering events analysis, including length of the time period used by the Company to evaluate retail site profitability to identify triggering events. We also compared the historical cash flows by asset group to the general ledger information to assess the reliability of the information used.

/s/ KPMG LLP

We have served as the Company's auditor since 2013.

Dallas, Texas
February 15, 2024

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
Murphy USA Inc.:

Opinion on Internal Control Over Financial Reporting

We have audited Murphy USA Inc. and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2023 and 2022, the related consolidated income statements, statements of comprehensive income, statements of cash flows, and statements of changes in equity for each of the years in the three-year period ended December 31, 2023, and the related notes and financial statement schedule II (collectively, the consolidated financial statements), and our report dated February 15, 2024 expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Report of Management – Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

Dallas, Texas
February 15, 2024

Murphy USA Inc.
Consolidated Balance Sheets

	December 31,	
	2023	2022
<i>(Millions of dollars, except share amounts)</i>		
Assets		
Current assets		
Cash and cash equivalents	\$ 117.8	\$ 60.5
Marketable securities, current	7.1	17.9
Accounts receivable—trade, less allowance for doubtful accounts of \$ 1.3 in 2023 and \$ 0.3 in 2022, respectively	336.7	281.7
Inventories, at lower of cost or market	341.2	319.1
Prepaid expenses and other current assets	23.7	47.6
Total current assets	826.5	726.8
Marketable securities, non-current	4.4	4.4
Property, plant and equipment, at cost less accumulated depreciation and amortization of \$ 1,739.2 in 2023 and \$ 1,553.1 in 2022, respectively	2,571.8	2,459.3
Operating lease right of use assets, net	452.1	449.6
Intangible assets, net of amortization	139.8	140.4
Goodwill	328.0	328.0
Other assets	17.5	14.7
Total assets	\$ 4,340.1	\$ 4,123.2
Liabilities and Stockholders' Equity		
Current liabilities		
Current maturities of long-term debt	\$ 15.0	\$ 15.0
Trade accounts payable and accrued liabilities	834.7	839.2
Income taxes payable	23.1	—
Total current liabilities	872.8	854.2
Long-term debt, including capitalized lease obligations	1,784.7	1,791.9
Deferred income taxes	329.5	327.4
Asset retirement obligations	46.1	43.3
Non-current operating lease liabilities	450.3	444.2
Deferred credits and other liabilities	27.8	21.5
Total liabilities	3,511.2	3,482.5
Stockholders' Equity		
Preferred Stock, par \$ 0.01 , (authorized 20,000,000 shares, none outstanding)	—	—
Common Stock, par \$ 0.01 , (authorized 200,000,000 shares, 46,767,164 shares issued at December 31, 2023 and 2022, respectively)	0.5	0.5
Treasury stock (25,929,836 and 25,017,324 shares held at December 31, 2023 and 2022, respectively)	(2,957.8)	(2,633.3)
Additional paid in capital (APIC)	508.1	518.9
Retained earnings	3,278.1	2,755.1
Accumulated other comprehensive income (AOCI)	—	(0.5)
Total stockholders' equity	828.9	640.7
Total liabilities and stockholders' equity	\$ 4,340.1	\$ 4,123.2

See accompanying notes to consolidated financial statements.

Murphy USA Inc.
Consolidated Income Statements

	Years Ended December 31,		
	2023	2022	2021
<i>(Millions of dollars except per share amounts)</i>			
Operating Revenues			
Petroleum product sales ¹	\$ 17,104.4	\$ 19,230.1	\$ 13,410.8
Merchandise sales	4,089.3	3,903.2	3,677.7
Other operating revenues	335.7	312.8	272.0
Total operating revenues	21,529.4	23,446.1	17,360.5
Operating Expenses			
Petroleum product cost of goods sold ¹	15,929.7	17,910.1	12,535.5
Merchandise cost of goods sold	3,285.9	3,136.1	2,976.1
Store and other operating expenses	1,014.8	976.5	827.3
Depreciation and amortization	228.7	220.4	212.6
Selling, general and administrative	240.5	232.5	193.6
Accretion of asset retirement obligations	3.0	2.7	2.5
Acquisition related costs	—	1.5	10.4
Total operating expenses	20,702.6	22,479.8	16,758.0
Gain (loss) on sale of assets	(0.8)	2.1	1.5
Income (loss) from operations	826.0	968.4	604.0
Other income (expense)			
Investment income	6.9	3.0	0.1
Interest expense	(98.5)	(85.3)	(82.4)
Other nonoperating income (expense)	—	(2.3)	0.2
Total other income (expense)	(91.6)	(84.6)	(82.1)
Income before income taxes	734.4	883.8	521.9
Income tax expense (benefit)	177.6	210.9	125.0
Net Income	\$ 556.8	\$ 672.9	\$ 396.9
Basic and Diluted Earnings Per Common Share:			
Basic	\$ 25.91	\$ 28.63	\$ 15.14
Diluted	\$ 25.49	\$ 28.10	\$ 14.92
Weighted-average shares outstanding (in thousands):			
Basic	21,493	23,506	26,210
Diluted	21,843	23,950	26,604
Supplemental information:			
¹ Includes excise taxes of:	\$ 2,291.2	\$ 2,180.2	\$ 2,041.7

See accompanying notes to consolidated financial statements.

Murphy USA Inc.
Consolidated Statements of Comprehensive Income

(Millions of dollars)	Years Ended December 31,		
	2023	2022	2021
Net income	\$ 556.8	\$ 672.9	\$ 396.9
Other comprehensive income (loss), net of tax			
Interest rate swap:			
Realized gain (loss)	—	—	(0.1)
Unrealized gain (loss)	—	—	0.1
Marketable securities:			
Unrealized gain (loss)	0.1	—	—
Reclassified to interest expense (interest rate swap):			
Realized (gain) loss reclassified to interest expense	—	—	0.1
Amortization of unrealized gain to interest expense	0.6	0.9	0.9
	0.7	0.9	1.0
Deferred income tax expense (benefit)	0.2	0.2	0.3
Other comprehensive income (loss)	0.5	0.7	0.7
Comprehensive income	\$ 557.3	\$ 673.6	\$ 397.6

See accompanying notes to consolidated financial statements.

Murphy USA Inc.
Consolidated Statements of Cash Flows

(Millions of dollars)	Years Ended December 31,		
	2023	2022	2021
Operating Activities			
Net income	\$ 556.8	\$ 672.9	\$ 396.9
Adjustments to reconcile net income to net cash provided by operating activities			
Depreciation and amortization	228.7	220.4	212.6
Deferred and noncurrent income tax charges (benefits)	2.0	31.5	19.0
Accretion of asset retirement obligations	3.0	2.7	2.5
Amortization of discount on marketable securities	(0.4)	(0.1)	—
(Gains) losses from sale of assets	0.8	(2.1)	(1.5)
Net (increases) decrease in noncash operating working capital	(42.1)	44.8	82.8
Other operating activities - net	35.2	24.6	25.1
Net cash provided (required) by operating activities	784.0	994.7	737.4
Investing Activities			
Property additions	(335.6)	(305.3)	(274.7)
Payments for acquisition, net of cash acquired	—	—	(641.1)
Proceeds from sale of assets	2.4	8.8	3.4
Investment in marketable securities	(12.8)	(22.2)	—
Redemptions of marketable securities	24.0	—	—
Other investing activities - net	(1.6)	(0.6)	(1.8)
Net cash provided (required) by investing activities	(323.6)	(319.3)	(914.2)
Financing Activities			
Purchase of treasury stock	(333.2)	(806.4)	(355.0)
Dividends paid	(33.4)	(29.9)	(27.3)
Borrowings of debt	8.0	5.0	892.8
Repayments of debt	(23.4)	(20.2)	(224.3)
Debt issuance costs	—	—	(9.9)
Amounts related to share-based compensation	(21.1)	(19.8)	(6.7)
Net cash provided (required) by financing activities	(403.1)	(871.3)	269.6
Net increase (decrease) in cash, cash equivalents and restricted cash	57.3	(195.9)	92.8
Cash, cash equivalents and restricted cash at January 1	60.5	256.4	163.6
Cash, cash equivalents and restricted cash at December 31	\$ 117.8	\$ 60.5	\$ 256.4

See accompanying notes to consolidated financial statements.

Murphy USA Inc.
Consolidated Statements of Changes in Equity

(Millions of dollars, except share amounts)	Common Stock		Treasury Stock	APIC	Retained Earnings	AOCI	Total
	Shares	Par					
Balance as of December 31, 2020	46,767,164	\$ 0.5	\$ (1,490.9)	\$ 533.3	\$ 1,743.1	\$ (1.9)	\$ 784.1
Net income	—	—	—	—	396.9	—	396.9
Gain on interest rate hedge and unrealized gain on marketable securities, net of tax	—	—	—	—	—	0.7	0.7
Cash dividends declared, (\$ 1.04 per share)	—	—	—	—	(27.3)	—	(27.3)
Dividend equivalent units accrued	—	—	—	0.3	(0.3)	—	—
Purchase of treasury stock	—	—	(355.0)	—	—	—	(355.0)
Issuance of treasury stock	—	—	6.6	(6.5)	—	—	0.1
Amounts related to share-based compensation	—	—	—	(6.7)	—	—	(6.7)
Share-based compensation expense	—	—	—	14.4	—	—	14.4
Balance as of December 31, 2021	46,767,164	0.5	(1,839.3)	534.8	2,112.4	(1.2)	807.2
Net income	—	—	—	—	672.9	—	672.9
Gain on interest rate hedge and unrealized gain on marketable securities, net of tax	—	—	—	—	—	0.7	0.7
Cash dividends declared, (\$ 1.27 per share)	—	—	—	—	(29.9)	—	(29.9)
Dividend equivalent units accrued	—	—	—	0.3	(0.3)	—	—
Purchase of treasury stock	—	—	(806.4)	—	—	—	(806.4)
Issuance of treasury stock	—	—	12.4	(12.4)	—	—	—
Amounts related to share-based compensation	—	—	—	(19.8)	—	—	(19.8)
Share-based compensation expense	—	—	—	16.0	—	—	16.0
Balance as of December 31, 2022	46,767,164	0.5	(2,633.3)	518.9	2,755.1	(0.5)	640.7
Net income	—	—	—	—	556.8	—	556.8
Gain on interest rate hedge and unrealized gain on marketable securities, net of tax	—	—	—	—	—	0.5	0.5
Cash dividends declared, (\$ 1.55 per share)	—	—	—	—	(33.4)	—	(33.4)
Dividend equivalent units accrued	—	—	—	0.4	(0.4)	—	—
Purchase of treasury stock	—	—	(336.2)	—	—	—	(336.2)
Issuance of treasury stock	—	—	11.7	(11.9)	—	—	(0.2)
Amounts related to share-based compensation	—	—	—	(21.1)	—	—	(21.1)
Share-based compensation expense	—	—	—	21.8	—	—	21.8
Balance as of December 31, 2023	46,767,164	\$ 0.5	\$ (2,957.8)	\$ 508.1	\$ 3,278.1	\$ —	\$ 828.9

See accompanying notes to consolidated financial statements.

Note 1 — Description of Business and Basis of Presentation

The business of Murphy USA Inc. and its subsidiaries ("Murphy USA", "we", "our", "us", or the "Company") primarily consists of the U.S. retail marketing business that was separated from its former parent company, Murphy Oil Corporation ("Murphy Oil"), plus other assets, liabilities and operating expenses of Murphy Oil that were associated with supporting the activities of the U.S. retail marketing operations. Murphy USA was incorporated in March 2013. The separation was approved by the Murphy Oil board of directors on August 7, 2013, and was completed on August 30, 2013 through the distribution of 100 % of the outstanding capital stock of Murphy USA to holders of Murphy Oil common stock on the record date of August 21, 2013. Following the separation, Murphy USA is an independent, publicly traded company, and Murphy Oil retains no ownership interest in Murphy USA. On January 29, 2021, MUSA acquired 100 % of Quick Chek Corporation ("QuickChek"), a privately held convenience store chain with a strong regional brand that consisted of 156 stores at the time of acquisition, located in New Jersey and New York, in an all-cash transaction.

Murphy USA markets refined products through a network of retail gasoline stores and to unbranded wholesale customers. In addition, we operate non-fuel convenience stores in select markets. The Company owns and operates a chain of retail stores under the brand name of Murphy USA® and Murphy Express, most of which are located in close proximity to Walmart stores, and also has a mix of convenience stores with and without retail gasoline that operate under the name of QuickChek®. At December 31, 2023, the Company had a total of 1,733 Company stores in 27 states, of which 1,577 were branded as Murphy and 156 were the QuickChek brand. The Company also has certain product supply and wholesale assets, including product distribution terminals and pipeline positions.

Murphy Oil USA, Inc. and certain of its subsidiaries operate on a calendar year basis, while the QuickChek subsidiaries use a weekly retail calendar where each quarter has 13 weeks. For 2023, the QuickChek results cover the period December 31, 2022 to December 29, 2023 and for 2022, the QuickChek results cover the period January 1, 2022 to December 30, 2022 and for 2021 covered the period January 29, 2021 (date of acquisition) to December 31, 2021. The difference in the timing of the period ends is immaterial to the overall consolidated results.

Note 2 – Significant Accounting Policies

PRINCIPLES OF CONSOLIDATION – These consolidated financial statements were prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") and include the accounts of Murphy USA Inc. and its subsidiaries for all periods presented. All significant intercompany accounts and transactions within the consolidated financial statements have been eliminated.

REVENUE RECOGNITION – Revenue is recognized when obligations under the terms of a contract with our customers are satisfied; generally, this occurs with the transfer of control of our petroleum products, convenience merchandise, Renewable Identification Numbers ("RINs") and other assets to our third-party customers. Revenue is measured as the amounts of consideration we expect to receive in exchange for transferring goods or providing services. Excise and sales tax that we collect where we have determined we are the principal in the transaction have been recorded as revenue on a jurisdiction-by-jurisdiction basis.

The Company enters into buy/sell and similar arrangements when petroleum products are held at one location but are needed at a different location. The Company often pays or receives funds related to the buy/sell arrangement based on location or quality differences. The Company accounts for such transactions as non-monetary exchanges under existing accounting guidance and typically reports these on a net basis in its Consolidated Income Statements. See Note 3 "Revenues" for additional information.

SHIPPING AND HANDLING COSTS – Costs incurred for the shipping and handling of motor fuel are included in Petroleum product cost of goods sold in the Consolidated Income Statements. Costs incurred for the shipping and handling of convenience store merchandise are included in Merchandise cost of goods sold in the Consolidated Income Statements.

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TAXES COLLECTED FROM CUSTOMERS AND REMITTED TO GOVERNMENT AUTHORITIES – Excise and other taxes collected on sales of refined products and remitted to governmental agencies are included in operating revenues and operating expenses in the Consolidated Income Statements. Excise taxes on petroleum products collected and remitted were \$ 2.3 billion in 2023, \$ 2.2 billion in 2022, and \$ 2.0 billion in 2021.

CASH EQUIVALENTS – Short-term investments, which include government securities, money market funds and other instruments with government securities as collateral, that have a maturity of three months or less from the date of purchase are classified as cash equivalents.

MARKETABLE SECURITIES – The Company considers highly liquid treasury notes, corporate debt securities, and other funds with original maturities of more than three months to be marketable securities. Securities with less than one year to maturity are included in short-term marketable securities, and all other securities are classified as long-term marketable securities. Marketable securities are classified as held-to-maturity when the Company has both the positive intent and ability to hold the securities to maturity and are carried at amortized cost. Marketable securities are classified as available-for-sale when the Company does not have the intent to hold securities to maturity to allow flexibility in response to liquidity needs and are carried at fair value. The Company records securities at fair value on its consolidated balance sheets, with unrealized gains and losses reported as a component of accumulated other comprehensive income (loss). See Note 5 "Marketable Securities" and Note 17 "Assets and Liabilities Measured at Fair Value" for additional information on our policy and the fair value measurement of the Company's marketable securities.

ACCOUNTS RECEIVABLE – The Company's accounts receivable are recorded at the invoiced amount and do not bear interest. The accounts receivable primarily consists of amounts owed to the Company from credit card companies and by customers for wholesale sales of refined petroleum products. The allowance for doubtful accounts is the Company's best estimate of the amount of probable credit losses on these receivables. The Company reviews this allowance for adequacy at least quarterly and bases its assessment on a combination of current information about its customers and historical write-off experience. Any trade accounts receivable balances written off are charged against the allowance for doubtful accounts. The Company has not experienced any significant credit-related losses in the past three years.

INVENTORIES – Inventories of petroleum products are valued at the lower of cost, generally applied on a last-in, first-out ("LIFO") basis, or market. Any increments to LIFO inventory volumes are valued based on the first purchase price for these volumes during the year. Merchandise inventories held for resale are generally valued at average cost. Materials and supplies are valued at the lower of average cost or net realizable value.

VENDOR ALLOWANCES AND REBATES – Murphy USA receives payments for vendor allowances, volume rebates and other related payments from various suppliers of its convenience store merchandise. Vendor allowances for price markdowns are credited to merchandise cost of goods sold during the period the related markdown is recognized. Volume rebates of merchandise are recorded as reductions to merchandise cost of goods sold when the merchandise qualifying for the rebate is sold. Slotting and stocking allowances received from a vendor are recorded as a reduction to cost of sales over the period covered by the agreement.

BUSINESS COMBINATIONS – The Company accounts for business combinations under the purchase method of accounting. The purchase price of an acquisition is measured as the aggregate of the fair value of the consideration transferred. The purchase price is allocated to the fair values of the tangible and intangible assets acquired and liabilities assumed, with any excess recorded as goodwill. These fair value determinations require judgment and may involve the use of significant estimates and assumptions. The purchase price allocation may be provisional during a measurement period of up to one year to provide reasonable time to obtain the information necessary to identify and measure the assets acquired and liabilities assumed. Any such measurement period adjustments are recognized in the period in which the adjustment amount is determined. Transaction costs associated with the acquisition are expensed as incurred.

PROPERTY, PLANT AND EQUIPMENT – Additions to property, plant and equipment, including renewals and betterments, are capitalized and recorded at cost. Certain marketing facilities are primarily depreciated using the composite straight-line method with depreciable lives ranging from 16 to 25 years. Gasoline stores,

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improvements to gasoline stores and other assets are depreciated over 3 to 50 years by individual unit on the straight-line method. The Company capitalizes interest costs as a component of construction in progress on individually significant projects based on the weighted average interest rates incurred on its long-term borrowings. Total interest cost capitalized was \$ 2.4 million in 2023, \$ 1.1 million in 2022 and \$ 2.1 million in 2021.

The Company has undertaken like-kind exchange ("LKE") transactions under the Federal tax code in an effort to acquire and sell real property in a tax efficient manner. The Company generally enters into forward transactions, in which property is sold and the proceeds are reinvested by acquiring similar property; and reverse transactions, in which property is acquired and similar property is subsequently sold. A qualified LKE intermediary is used to facilitate these LKE transactions. Proceeds from forward LKE transactions are held by the intermediary and are classified as restricted cash on the Company's balance sheet because the funds must be reinvested in similar properties. If the acquisition of suitable LKE properties is not completed within 180 days of the sale of the Company-owned property, the proceeds are distributed to the Company by the intermediary and are reclassified as available cash and applicable income taxes are determined. An exchange accommodation titleholder, a type of variable interest entity, is used to facilitate reverse like-kind exchanges. The acquired assets are held by the exchange accommodation titleholder until the exchange transactions are complete. If the Company determines that it is the primary beneficiary of the exchange accommodation titleholder, the replacements assets held by the exchange accommodation titleholder are consolidated and recorded in Property, Plant and Equipment on the Consolidated Balance Sheets. The unspent proceeds that are held in trust with the intermediary are recorded as noncurrent assets in the Consolidated Balance Sheet as the cash was restricted for the acquisition of similar properties. At December 31, 2023 and 2022, the Company had no open LKE transactions with an intermediary.

GOODWILL AND INTANGIBLE ASSETS – Goodwill represents the excess of the aggregate of the consideration transferred over the net assets acquired and liabilities assumed and is tested annually for impairment, or more frequently if there are indicators of potential impairment. Acquired finite-lived intangible assets are amortized on a straight-line basis over their estimated useful lives, and are reviewed for impairment when events or circumstances indicate that the asset group to which the intangible assets belong might be impaired. The Company revises the estimated remaining useful life of these assets when events or changes in circumstances warrant a revision. If the Company revises the useful life, the unamortized balance is amortized over the useful life on a prospective basis. See Note 7 "Goodwill and Intangible Assets" for additional information.

IMPAIRMENT OF ASSETS – Long-lived assets, which include property and equipment and finite-lived assets, are tested for recoverability whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. Indefinite-lived intangible assets are tested annually. A long-lived asset is not recoverable if its carrying amount exceeds the sum of the undiscounted cash flows expected to result from its use and eventual disposition. If a long-lived asset is not recoverable, an impairment loss is recognized for the amount by which the carrying amount of the long-lived asset exceeds its fair value, with fair value determined based on discounted estimated net cash flows or other appropriate methods.

ASSET RETIREMENT OBLIGATIONS – The Company records a liability for asset retirement obligations ("ARO") equal to the fair value of the estimated cost to retire an asset. The ARO liability is initially recorded in the period in which the obligation meets the definition of a liability, which is generally when the asset is placed in service. The ARO liability is estimated using existing regulatory requirements and anticipated future inflation rates. When the liability is initially recorded, the Company increases the carrying amount of the related long-lived asset by an amount equal to the original liability. The liability is increased over time to reflect the change in its present value, and the capitalized cost is depreciated over the useful life of the related long-lived asset. The Company reevaluates the adequacy of its recorded ARO liability at least annually. Actual costs of asset retirements such as dismantling service stores and site restoration are charged against the related liability. Any difference between costs incurred upon settlement of an asset retirement obligation and the recorded liability is recognized as a gain or loss in the Company's Consolidated Income Statements.

ENVIRONMENTAL LIABILITIES – A liability for environmental matters is established when it is probable that an environmental obligation exists and the cost can be reasonably estimated. If there is a range of reasonably

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estimated costs, the most likely amount will be recorded, or if no amount is most likely, the minimum of the range is used. Related expenditures are charged against the liability. Environmental remediation liabilities have not been discounted for the time value of future expected payments. Environmental expenditures that have future economic benefit are capitalized.

INCOME TAXES – The Company accounts for income taxes using the asset and liability method. Under this method, income taxes are provided for amounts currently payable and for amounts deferred as tax assets and liabilities based on differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities. Deferred income taxes are measured using the enacted tax rates that are assumed will be in effect when the differences reverse. The Company routinely assesses the realizability of deferred tax assets based on available positive and negative evidence including assumptions of future taxable income, tax planning strategies and other pertinent factors. A deferred tax asset valuation allowance is recorded when evidence indicates that it is more likely than not that all or a portion of these deferred tax assets will not be realized in a future period. The accounting principles for income tax uncertainties permit recognition of income tax benefits only when they are more likely than not to be realized.

The Company has elected to classify any interest expense and penalties related to the underpayment of income taxes in Income tax expense in the Consolidated Income Statements.

DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES – The fair value of a derivative instrument is recognized as an asset or liability in the Company's Consolidated Balance Sheets. Upon entering into a derivative contract, the Company may designate the derivative as either a fair value hedge or a cash flow hedge, or decide that the contract is not a hedge, and therefore, recognize changes in the fair value of the contract in earnings. The Company documents the relationship between the derivative instrument designated as a hedge and the hedged items as well as its objective for risk management and strategy for use of the hedging instrument to manage the risk. Derivative instruments designated as fair value or cash flow hedges are linked to specific assets and liabilities or to specific firm commitments or forecasted transactions. The Company assesses at inception and on an ongoing basis whether a derivative instrument accounted for as a hedge is highly effective in offsetting changes in the fair value or cash flows of the hedged item. A derivative that is not a highly effective hedge does not qualify for hedge accounting. The change in the fair value of a qualifying fair value hedge is recorded in earnings along with the gain or loss on the hedged item. The effective portion of the change in the fair value of a qualifying cash flow hedge is recorded in Accumulated other comprehensive income (AOCI) in the consolidated Balance Sheets until the hedged item is recognized currently in earnings. If a derivative instrument no longer qualifies as a cash flow hedge and the underlying forecasted transaction is no longer probable of occurring, hedge accounting is discontinued and the gain or loss recorded in Accumulated other comprehensive income is recognized immediately in earnings. If a hedge is de-designated, hedge accounting will no longer apply and from that time the gain and losses will be recognized in earnings and any accumulated amounts in other comprehensive income will be amortized to earnings over the remaining life of the underlying instrument. See Note 14 "Financial Instruments and Risk Management" and Note 17 "Assets and Liabilities Measured at Fair Value" for further information about the Company's derivatives.

STOCK-BASED COMPENSATION – The fair value of awarded stock options, restricted stock, restricted stock units and performance stock units is determined based on a combination of management assumptions for awards issued. The Company uses the Black-Scholes option pricing model for computing the fair value of stock options. The primary assumptions made by management included the expected life of the stock option award and the expected volatility of the Company's common stock prices. The Company uses both historical data and current information to support its assumptions. Stock option expense is recognized on a straight-line basis over the requisite service period of three years. The Company uses a Monte Carlo valuation model to determine the fair value of performance-based stock units that are based on performance compared against a peer group and the related expense is recognized over the three-year requisite service period. Management estimates the number of all awards that will not vest and adjusts its compensation expense accordingly. Differences between estimated and actual vested amounts are accounted for as an adjustment to expense when known. See Note 12 "Incentive Plans" for a discussion of the basis of allocation of such costs.

USE OF ESTIMATES – In preparing the financial statements of the Company in conformity with U.S. GAAP, management has made a number of estimates and assumptions related to the reporting of assets, liabilities, revenues, and expenses and the disclosure of contingent assets and liabilities. Actual results may differ from

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the estimates. On an ongoing basis, we review our estimates based on currently available information. Changes in facts and circumstances may result in revised estimates.

Note 3 – Revenues

Revenue Recognition

The following table disaggregates our revenue by major source for the years ended December 31, 2023, 2022, and 2021.

(Millions of dollars)	Years Ended December 31,		
	2023	2022	2021
Marketing Segment			
Petroleum product sales (at retail) ¹	\$ 15,279.9	\$ 17,198.9	\$ 12,022.7
Petroleum product sales (at wholesale) ¹	1,824.5	2,031.2	1,388.1
Total petroleum product sales	17,104.4	19,230.1	13,410.8
Merchandise sales	4,089.3	3,903.2	3,677.7
Other operating revenues:			
RINs	328.6	305.8	265.3
Other revenues ²	6.6	6.3	6.1
Total marketing segment revenues	21,528.9	23,445.4	17,359.9
Corporate and Other Assets	0.5	0.7	0.6
Total revenues	\$ 21,529.4	\$ 23,446.1	\$ 17,360.5

¹ Includes excise and sales taxes that remain eligible for inclusion under Topic 606

² Primarily includes collection allowance on excise and sales taxes combined with other miscellaneous items

Marketing segment

Petroleum product sales (at retail). For our retail store locations, the revenue related to petroleum product sales is recognized as the fuel is pumped to our customers. The transaction price at the pump typically includes some portion of sales or excise taxes as levied in the respective jurisdictions. Those taxes that are collected for remittance to governmental entities on a pass through basis are not recognized as revenue and they are recorded to a liability account until they are paid. Our customers typically use a mixture of cash, checks, credit cards and debit cards to pay for our products as they are received. We have accounts receivable from the various credit/debit card providers at any point in time related to product sales made on credit cards and debit cards. These receivables are typically collected in two to seven days, depending on the terms with the particular credit/debit card providers. Payment fees retained by the credit/debit card providers are recorded as store and other operating expenses.

Petroleum product sales (at wholesale). Our sales of petroleum products at wholesale are generally recorded as revenue when the deliveries have occurred and legal ownership of the product has transferred to the customer. Title transfer for bulk refined product sales typically occurs at pipeline custody points and upon trucks loading at product terminals. For bulk pipeline sales, we record receivables from customers that are generally collected within a week from custody transfer date. For our rack product sales, the majority of our customers' accounts are drafted by us within 10 days from product transfer.

Merchandise sales. For our retail store locations, the revenue related to merchandise sales is recognized as the customer completes their purchase at our locations. The transaction price typically includes some portion of sales tax as levied in the respective jurisdictions. Those taxes that are collected for remittance to governmental entities on a pass through basis are not recognized as revenue and they are recorded to a liability account until they are paid. As noted above, a mixture of payment types are used for these revenues and the same terms for credit/debit card receivables are realized.

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With respect to merchandise sales revenue we must determine whether we are the principal or agent for some categories of merchandise such as scratch-off lottery tickets, lotto tickets, newspapers and other small categories of merchandise. For scratch-off lottery tickets, we have determined we are the principal in the majority of the jurisdictions and therefore we record those sales on a gross basis. We have some categories of merchandise (such as lotto tickets) where we are the agent and the revenues recorded for those transactions are our net commission only.

The Company offers loyalty programs through each of its branded retail locations. The customers earn rewards based on their spending or other promotional activities. These programs create a performance obligation which requires us to defer a portion of sales revenue to the loyalty program participants until they redeem their rewards. The rewards may be redeemed for free or discounted merchandise or cash discounts at all stores and on fuel purchases at Murphy branded stores. Earned rewards expire after an account is inactive for a period of 90 days at Murphy branded stores, while certain QuickChek rewards require use within the month. We recognize loyalty revenue when a customer redeems an earned reward. Deferred revenue associated with both rewards programs are included in Trade accounts payable and accrued liabilities in our Consolidated Balance Sheet. The deferred revenue balances at December 31, 2023 and 2022 were immaterial.

RINs sales. For the sale of RINs, we recognize revenue when the RIN is transferred to the counter-party and the sale is completed. Receivables from our counter-parties related to the RIN sales are typically collected within five days of the sale.

Other revenues. Items reported as other operating revenues include collection allowances for excise and sales tax and other miscellaneous items and are recognized as revenue when the transaction is completed.

Accounts receivable

Trade accounts receivable on the balance sheet represents both receivables related to contracts with customers and other trade receivables. At December 31, 2023 and December 31, 2022, we had \$ 178.2 million and \$ 164.1 million of receivables, respectively, related to contracts with customers recorded. All of the trade accounts receivable related to contracts with customers outstanding at the end of each period were collected during the succeeding quarter. These receivables were generally related to credit and debit card transactions along with short term bulk and wholesale sales from our customers, which have a very short settlement window.

Note 4 — Inventories

Inventories consisted of the following:

	December 31,	
	2023	2022
(Millions of dollars)		
Petroleum products - FIFO basis	\$ 331.2	\$ 367.0
Store merchandise for resale - FIFO basis	209.1	192.1
Less LIFO reserve	(212.1)	(250.7)
Total petroleum products and store merchandise inventory	328.2	308.4
Materials and supplies	13.0	10.7
Total inventories	\$ 341.2	\$ 319.1

At December 31, 2023 and 2022, the replacement cost (market value) of LIFO inventories exceeded the LIFO carrying value for petroleum products by \$ 209.7 million and \$ 249.1 million, respectively, and store merchandise for resale by \$ 2.4 million and \$ 1.6 million, respectively.

Note 5 — Marketable Securities

The Company invests a portion of its excess operational cash in marketable securities. The goal of the Company's investment policy, in order of priority, are as follows: (1) preservation of principal, (2) maintaining a high degree of liquidity to meet cash flow requirements, and (3) deliver competitive returns subject to prevailing

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market conditions and the Company's stated objectives related to safety and liquidity. Nothing in the policy is intended to indicate that management must invest excess operational cash; it merely allows it subject to specific limitations.

Securities are generally required to have a final maturity of 24 months or less with a weighted average maturity for the portfolio of no longer than 12 months and must have an active secondary market. Investments may include U.S. Treasury bills, notes and bonds, U.S. Agency securities, repurchase agreements, certificates of deposit, institutional, government money market funds that maintain a stable \$ 1.00 net asset value, domestic and foreign commercial paper, municipal securities, domestic and foreign debt issued by corporations or financial institutions with the primary objective of minimizing the potential risk of principal loss. The Company determines the classification of its marketable securities based on its investment strategy at the time of purchase. All marketable securities in the periods presented have been classified as available-for-sale.

The amortized cost and carrying value (fair value) of marketable securities and the balance sheet location at December 31, 2023 and December 31, 2022 consist of the following:

	December 31, 2023			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
<i>(Millions of dollars)</i>				
Available-for-sale securities:				
Marketable securities current				
U.S. Government bonds	\$ 3.0	—	—	\$ 3.0
U.S. Corporate bonds	3.9	—	—	3.9
Investment income receivable	0.2	—	—	0.2
	7.1	—	—	7.1
Marketable securities non-current				
U.S. Corporate bonds	2.9	—	—	2.9
Non U.S. Corporate bonds	1.5	—	—	1.5
	4.4	—	—	4.4
Total marketable securities	\$ 11.5	\$ —	\$ —	\$ 11.5
	December 31, 2022			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
<i>(Millions of dollars)</i>				
Available-for-sale securities:				
Marketable securities current				
U.S. Government bonds	\$ 8.8	—	—	\$ 8.8
U.S. Corporate bonds	6.0	—	—	6.0
Non U.S. Corporate bonds	3.0	—	—	3.0
Investment income receivable	0.1	—	—	0.1
	17.9	—	—	17.9
Marketable securities non-current				
U.S. Corporate bonds	4.4	—	—	4.4
Total marketable securities	\$ 22.3	\$ —	\$ —	\$ 22.3

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The amortized cost basis and fair value of the Company's available-for-sale marketable securities at December 31, 2023, by contractual maturity, are as follows:

(Millions of dollars)	Amortized Cost	Fair Value
Less than 1 year	\$ 11.4	\$ 11.4
1 to 2 years	—	—
Total	<u>\$ 11.4</u>	<u>\$ 11.4</u>

There was no impairment on any available-for-sale marketable securities as of December 31, 2023 or December 31, 2022.

Note 6 – Property, Plant and Equipment

(Millions of dollars)	Estimated Useful Life	December 31, 2023		December 31, 2022	
		Cost	Net	Cost	Net
Land		\$ 655.7	\$ 655.7	\$ 645.2	\$ 645.2
Real estate finance leases	1 to 40 years	149.2	110.9	147.7	122.2
Pipeline and terminal facilities	16 to 25 years	93.8	49.9	83.7	42.5
Retail gasoline stores	3 to 50 years	3,136.3	1,623.7	2,897.7	1,536.4
Buildings	20 to 45 years	74.9	46.7	71.0	47.2
Other	3 to 20 years	201.1	84.9	167.1	65.8
		<u>\$ 4,311.0</u>	<u>\$ 2,571.8</u>	<u>\$ 4,012.4</u>	<u>\$ 2,459.3</u>

Depreciation expense of \$ 227.7 million, \$ 219.4 million and \$ 211.6 million was recorded for the years ended December 31, 2023, 2022 and 2021, respectively.

Note 7 – Goodwill and Intangible Assets

The Company's goodwill is assigned to its Marketing segment and no ne of the goodwill is deductible for tax purposes.

(Millions of dollars)	December 31,	
	2023	2022
Goodwill	\$ 328.0	\$ 328.0

We amortize intangible assets subject to amortization on a straight-line basis based on the period for which the economic benefits of the asset or liability are expected to be realized. The intangible assets subject to amortization includes pipeline space, which is being amortized over a 40 -year life, and the intangible lease liability acquired from QuickChek which is being amortized over the remaining life of the underlying leases.

Intangible assets subject to amortization at December 31, 2023 and 2022 consisted of the following:

(Millions of dollars)	Remaining Useful Life (in years)	December 31, 2023		December 31, 2022	
		Cost	Net	Cost	Net
Intangible assets subject to amortization:					
Pipeline space	31.7	\$ 39.6	\$ 31.7	\$ 39.6	\$ 32.7
Intangible lease liability	10.4	(9.1)	(7.3)	(9.1)	(7.9)

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	Remaining Useful Life (in years)	December 31, 2023		December 31, 2022	
		Cost	Net	Cost	Net
(Millions of dollars)					
Total intangible assets subject to amortization		30.5	24.4	30.5	24.8
Intangible assets not subject to amortization, indefinite lives:					
Trade name		115.4	115.4	115.4	115.4
Liquor licenses		—	—	0.2	0.2
Total intangible assets not subject to amortization		115.4	115.4	115.6	115.6
Intangible assets, net of amortization		\$ 145.9	\$ 139.8	\$ 146.1	\$ 140.4

Note 8 – Accounts Payable and Accrued Liabilities

Trade accounts payable and accrued liabilities consisted of the following:

	December 31,	
	2023	2022
(Millions of dollars)		
Trade accounts payable	\$ 520.3	\$ 547.6
Excise taxes/withholdings payable	108.5	93.2
Accrued insurance obligations	55.9	51.8
Accrued taxes other than income	43.4	44.6
Accrued compensation and benefits	50.1	46.6
Current operating lease liabilities	22.1	20.5
Other	34.4	34.9
Accounts payable and accrued liabilities	\$ 834.7	\$ 839.2

Note 9 — Long-Term Debt

Long-term debt consisted of the following:

	December 31,	
	2023	2022
(Millions of dollars)		
5.625 % senior notes due 2027 (net of unamortized discount of \$ 1.3 at 2023 and \$ 1.6 at 2022)	\$ 298.7	\$ 298.4
4.75 % senior notes due 2029 (net of unamortized discount of \$ 3.6 at 2023 and \$ 4.2 at 2022)	496.4	495.8
3.75 % senior notes due 2031 (net of unamortized discount of \$ 4.4 at 2023 and \$ 5.1 at 2022)	495.6	494.9
Term loan due 2028 (effective interest rate of 7.23 % at 2023 and 5.95 % at 2022) net of unamortized discount of \$ 0.6 at 2023 and \$ 0.7 at 2022	389.4	393.3
Capitalized lease obligations, autos and equipment, due through 2027	3.1	2.3
Capitalized lease obligations, buildings, due through 2059	123.6	131.3
Unamortized debt issuance costs	(7.1)	(9.1)
Total long-term debt	1,799.7	1,806.9
Less current maturities	15.0	15.0
Total long-term debt, net of current	\$ 1,784.7	\$ 1,791.9

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Senior Notes

On April 25, 2017, Murphy Oil USA, Inc. ("MOUSA"), our primary operating subsidiary, issued \$ 300 million of 5.625 % Senior Notes due 2027 (the "2027 Senior Notes") under its existing shelf registration statement. The 2027 Senior Notes are fully and unconditionally guaranteed by the Company and by the Company's subsidiaries that guarantee our Credit Facilities (as defined below). The indenture governing the 2027 Senior Notes contains restrictive covenants that limit, among other things, the ability of the Company, MOUSA, and the restricted subsidiaries to incur additional indebtedness or liens, dispose of assets, make certain restricted payments or investments, enter into transactions with affiliates or merge with or into other entities.

On September 13, 2019, MOUSA, issued \$ 500 million of 4.75 % Senior Notes due 2029 (the "2029 Senior Notes"). The net proceeds from the issuance of the 2029 Senior Notes were used to fund, in part, the tender offer and redemption of a prior note issuance. The 2029 Senior Notes are fully and unconditionally guaranteed by the Company and by the Company's 100% owned subsidiaries that guarantee our Credit Facilities. The indenture governing the 2029 Senior Notes contains restrictive covenants that are essentially identical to the covenants for the 2027 Senior Notes.

On January 29, 2021, MOUSA issued \$ 500 million of 3.75 % Senior Notes due 2031 (the "2031 Senior Notes" and, together with the 2027 Senior Notes and the 2029 Senior Notes, the "Senior Notes"). The net proceeds from the issuance of the 2031 Senior Notes were used, in part, to fund the acquisition of QuickChek and other obligations related to that transaction. The 2031 Senior Notes are fully and unconditionally guaranteed by the Company and by the Company's subsidiaries that guarantee our Credit Facilities. The indenture governing the 2031 Senior Notes contains restrictive covenants that are essentially identical to the covenants for the 2027 and 2029 Senior Notes.

The Senior Notes and related guarantees rank equally with all of our and the guarantors' existing and future senior unsecured indebtedness and effectively junior to our and the guarantors' existing and future secured indebtedness (including indebtedness with respect to the Credit Facilities) to the extent of the value of the assets securing such indebtedness. The Senior Notes are structurally subordinated to all of the existing and future third-party liabilities, including trade payables, of our existing and future subsidiaries that do not guarantee the notes.

Revolving Credit Facility and Term Loan

Our credit agreement consists of both a cash flow revolving credit facility and a senior secured term loan.

The credit agreement provides for a senior secured term loan in an aggregate principal amount of \$ 400 million (the "Term Facility") (which was borrowed in full on January 29, 2021) and revolving credit commitments in an aggregate amount equal to \$ 350 million (the "Revolving Facility", and together with the Term Facility, the "Credit Facilities"). The outstanding balance of the term loan was \$ 390 million at December 31, 2023 and \$ 394 million at December 31, 2022. The term loan is due January 2028, and we are required to make quarterly principal payments of \$ 1 million, which began on July 1, 2021. As of December 31, 2023, we had no outstanding borrowings under the Revolving Facility and had \$ 6.2 million in outstanding letters of credit (which reduces the amount available to borrow under the Revolving Facility).

Interest payable on the Term Facility is based on either:

- the term overnight financing rate, plus the applicable Alternative Reference Rate Committee ("ARRC") recommended credit spread adjustment (the "Adjusted Term SOFR Rate");

or

- the Alternate Base Rate, which is defined as the highest of (a) the rate of interest last quoted by The Wall Street Journal as the "Prime Rate", (b) the greater of federal funds effective rate and the overnight bank funding rate determined by the Federal Reserve Bank of New York from time to time plus 0.50 % per annum and (c) the one-month Adjusted Term SOFR Rate plus 1.00 % per annum,

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plus, (A) in the case of Adjusted Term SOFR Rate borrowings, a spread of 1.75 % per annum and (B) in the case of Alternate Base Rate borrowings, a spread of 0.75 % per annum.

Interest payable on the Revolving Facility is based on either:

- the term secured overnight financing rate, plus 0.10 % credit spread adjustment for all interest periods (the "Adjusted SOFR Rate"), which is subject to a 0.0 % floor;

or

- the Alternate Base Rate, which is defined as the highest of (a) the rate of interest last quoted by The Wall Street Journal as the "Prime Rate", (b) the greater of the federal funds effective rate and the overnight bank funding rate determined by the Federal Reserve Bank of New York from time to time plus 0.50 % per annum and (c) the one-month Adjusted SOFR Rate plus 1.00 % per annum,

plus, (A) in the case of Adjusted SOFR Rate borrowings, a spread of 1.75 % to 2.25 % per annum depending on a total debt to EBITDA ratio and (B) in the case of Alternate Base Rate borrowings, spreads ranging from 0.75 % to 1.25 % per annum depending on a total debt to EBITDA ratio.

The Term Facility amortizes in quarterly installments, which commenced on July 1, 2021, at a rate of 1.00 % per annum. Murphy USA is also required to prepay the Term Facility with a portion of its excess cash flow, a portion of the net cash proceeds of certain asset sales and casualty events (subject to certain reinvestment rights) and the net cash proceeds of issuances of indebtedness not permitted under the Credit Agreement. The credit agreement allows Murphy USA to prepay, in whole or in part, the Term Facility outstanding thereunder, together with any accrued and unpaid interest, with prior notice but without premium or penalty other than breakage and redeployment costs.

The credit agreement contains certain covenants that limit, among other things, the ability of the Company and certain of its subsidiaries to incur additional indebtedness or liens, to make certain investments, to enter into sale-leaseback transactions, to make certain restricted payments, to enter into consolidations, mergers or sales of material assets and other fundamental changes, to transact with affiliates, to enter into agreements restricting the ability of subsidiaries to incur liens or pay dividends, or to make certain accounting changes. The Revolving Facility credit agreement also impose total leverage ratio and secured net leverage ratio financial maintenance covenants which are tested quarterly. Pursuant to the total leverage ratio financial maintenance covenant, the Company must maintain a total leverage ratio of not more than 5.0 to 1.0 with an ability in certain circumstances to temporarily increase that limit to 5.5 to 1.0 and a maximum secured net leverage ratio of not more than 3.75 to 1.0 with an ability in certain circumstances to temporarily increase that limit to 4.25 to 1.0. The Credit Agreement also contains customary events of default.

Pursuant to the credit agreement's covenant limiting certain restricted payments, certain payments in respect of our equity interests, including dividends, when the total leverage ratio, calculated on a pro forma basis, is greater than 3.0 to 1.0, could be limited. At December 31, 2023, our total leverage ratio was 1.68 to 1.0 which meant our ability at that date to make restricted payments was not limited. If our total leverage ratio, on a pro forma basis, exceeds 3.0 to 1.0, any restricted payments made following that time until the ratio is once again, on a pro forma basis, below 3.0 to 1.0 would be limited by the covenant, which contains certain exceptions, including an ability to make restricted payments in cash in an aggregate not to exceed the greater of \$ 115.6 million or 4.50 % of consolidated net tangible assets over the life of the credit agreement.

All obligations under the credit agreement are guaranteed by Murphy USA and the subsidiary guarantors party thereto, and all obligations under the credit agreement, including the guarantees of those obligations, are secured by certain assets of Murphy USA, Murphy Oil USA, Inc. and the guarantors party to the guarantee and collateral agreement in respect thereof.

Note 10 — Asset Retirement Obligations (ARO)

The majority of the ARO recognized by the Company at December 31, 2023 and 2022 is related to the estimated costs to dismantle and abandon certain of its retail gasoline stores. The Company has not recorded an ARO for certain of its marketing assets because sufficient information is presently not available to estimate a range of potential settlement dates for the obligation. These assets are consistently being upgraded and are expected to be operational into the foreseeable future. In these cases, the obligation will be initially recognized in the period in which sufficient information exists to estimate the obligation.

A reconciliation of the beginning and ending aggregate carrying amount of the ARO is shown in the following table:

(Millions of dollars)	December 31,	
	2023	2022
Balance at beginning of period	\$ 43.3	\$ 39.2
Accretion expense	3.0	2.7
Settlement of liabilities	(3.1)	(2.3)
Liabilities incurred	2.9	3.7
Balance at end of period	<u>\$ 46.1</u>	<u>\$ 43.3</u>

The estimation of future ARO is based on a number of assumptions requiring professional judgment. The Company cannot predict the type of revisions to these assumptions that may be required in future periods due to the lack of availability of additional information.

Note 11 — Income Taxes

The components of income before income taxes for each of the three years ended December 31, 2023 and income tax expense (benefit) attributable thereto were as follows:

(Millions of dollars)	Years Ended December 31,		
	2023	2022	2021
Income (loss) before income taxes	<u>\$ 734.4</u>	<u>\$ 883.8</u>	<u>\$ 521.9</u>
Income tax expense (benefit)			
Federal - Current	\$ 141.5	\$ 143.5	\$ 86.2
Federal - Deferred	3.5	33.0	14.4
State - Current and deferred	32.6	34.4	24.4
Total	<u>\$ 177.6</u>	<u>\$ 210.9</u>	<u>\$ 125.0</u>

The following table reconciles income taxes based on the U.S. statutory tax rate to the Company's income tax expense (benefit).

(Millions of dollars)	Years Ended December 31,		
	2023	2022	2021
Income tax expense based on the U.S. statutory tax rate	\$ 154.2	\$ 185.6	\$ 109.6
State income taxes, net of federal benefit	25.0	28.0	19.2
Federal credits	(2.6)	(2.9)	(2.2)
Other, net	1.0	0.2	(1.6)
Total	<u>\$ 177.6</u>	<u>\$ 210.9</u>	<u>\$ 125.0</u>

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An analysis of the Company's deferred tax assets and deferred tax liabilities at December 31, 2023 and 2022 showing the tax effects of significant temporary differences is as follows:

(Millions of dollars)	December 31,	
	2023	2022
Deferred tax assets		
Property costs and asset retirement obligations	\$ 6.4	\$ 5.9
Employee benefits	12.9	10.7
Operating leases liability	99.2	97.6
Other deferred tax assets	13.5	13.6
Total gross deferred tax assets	132.0	127.8
Deferred tax liabilities		
Accumulated depreciation and amortization	(327.9)	(316.0)
State deferred taxes	(29.4)	(30.5)
Operating leases right of use assets	(94.9)	(94.4)
Other deferred tax liabilities	(9.3)	(14.3)
Total gross deferred tax liabilities	(461.5)	(455.2)
Net deferred tax liabilities	\$ (329.5)	\$ (327.4)

In management's judgment, the deferred tax assets in the preceding table will more likely than not be realized as reductions of future taxable income or utilized by available tax planning strategies.

As of December 31, 2023, the earliest year remaining open for Federal audits and/or settlement is 2020 and for state audits and/or settlement is 2019. Although the Company believes that recorded liabilities for unsettled issues are adequate, additional gains or losses could occur in future periods from resolution of outstanding unsettled matters.

The FASB's rules for accounting for income tax uncertainties clarify the criteria for recognizing uncertain income tax benefits and require additional disclosures about uncertain tax positions. Under U.S. GAAP the financial statement recognition of the benefit for a tax position is dependent upon the benefit being more likely than not to be sustainable upon audit by the applicable taxing authority. If this threshold is met, the tax benefit is then measured and recognized at the largest amount that is greater than 50 percent likely of being realized upon ultimate settlement. Liabilities associated with uncertain income tax positions are included in Deferred Credits and Other Liabilities in the Consolidated Balance Sheets.

A reconciliation of the beginning and ending amount of the consolidated liability for unrecognized income tax benefits during the year ended December 31, 2023 and 2022 is shown in the following table:

(Millions of dollars)	Year Ended December 31,	
	2023	2022
Balance at January 1	\$ 0.6	\$ 0.5
Additions for tax positions related to prior years	—	0.2
Expiration of statutes of limitation	(0.1)	(0.1)
Balance at December 31	\$ 0.5	\$ 0.6

All additions or reductions to the above liability affect the Company's effective tax rate in the respective period of change. The Company accounts for any applicable interest and penalties on uncertain tax positions as a component of income tax expense. Income tax expense for the years ended December 31, 2023, 2022 and 2021 included immaterial amounts of interest and penalties, associated with uncertain tax positions. Of these amounts shown in the table, \$ 0.4 million and \$ 0.5 million represent the amount of unrecognized tax benefits that, if recognized, would impact our effective tax rate for the years ended December 31, 2023 and 2022, respectively.

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During the next twelve months, the Company does not expect a material change to the liability for uncertain taxes. Although existing liabilities could be reduced by settlement with taxing authorities or lapse due to statute of limitations, the Company believes that the changes in its unrecognized tax benefits due to these events will not have a material impact on the Consolidated Income Statement during 2024.

Total excess tax benefits for equity compensation recognized in the twelve months ended December 31, 2023, 2022 and 2021 were \$ 2.9 million, \$ 2.9 million and \$ 4.9 million, respectively.

Note 12 — Incentive Plans

2013 Long-Term Incentive Plan

Effective August 30, 2013, certain of our employees began to participate in the Murphy USA 2013 Long-Term Incentive Plan, which was subsequently amended and restated effective as of February 8, 2017 (the "MUSA 2013 Plan"). The MUSA 2013 Plan authorized the Executive Compensation Committee of our Board of Directors ("the Committee") to grant non-qualified or incentive stock options, stock appreciation rights, stock awards (including restricted stock and restricted stock unit awards), dividend equivalent units, cash awards, and performance awards to our employees. No more than 5.5 million shares of common stock were to be delivered under the MUSA 2013 Plan and no more than 1.0 million shares of common stock were to be awarded to any one employee, subject to adjustment for changes in capitalization. The maximum cash amount payable pursuant to any "performance-based" award to any participant in any calendar year was \$ 5.0 million.

During the period from August 30, 2013 to December 31, 2023, the Company granted a total of 2,995,854 awards from the MUSA 2013 Plan which leaves 2,504,146 remaining shares (after consideration of the amendments made to the MUSA 2013 Plan in February 2014 by the Board of Directors). Any remaining shares to be granted under this plan will be in the form of dividend equivalent units on outstanding nonvested shares until the time when all shares are completely vested. At present, the Company expects to issue all shares that vest out of existing treasury shares rather than issuing new common shares.

On May 4, 2023, the 2023 Omnibus Incentive Compensation Plan (the "MUSA 2023 Plan") was approved by shareholders and became effective for all future grants for both employees and directors, as described later in the footnote.

Beginning with its initial quarterly dividend in December 2020, the Company issues dividend equivalent units ("DEU") on all outstanding, unvested equity awards (except stock options) in an amount commensurate with regular quarterly dividends paid on common stock. The terms of the DEU mirror the underlying awards and will only vest if the related award vests. DEU's issued are included with grants in each respective table as applicable.

STOCK OPTIONS (MUSA 2013 Plan) – The Committee fixes the option price of each option granted at no less than fair market value (FMV) on the date of the grant and fixes the option term at no more than 7 years from such date.

Most of the nonqualified stock options granted in 2023 to certain employees by the Committee were granted in February 2023.

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Following are the assumptions used by the Company to value the original awards:

	Years Ended December 31,		
	2023	2022	2021
Fair value per option grant	\$ 88.53	\$ 51.46	\$ 32.00
Assumptions			
Dividend yield	0.5 %	0.6 %	0.8 %
Expected volatility	33.1 %	32.2 %	32.3 %
Risk-free interest rate	3.8 %	1.8 %	0.4 %
Expected life (years)	4.9	4.7	4.6
Stock price at valuation date	\$ 263.48	\$ 181.18	\$ 126.00

Changes in options outstanding for Company employees during the period from December 31, 2022 to December 31, 2023 are presented in the following table:

2013 Plan — Options	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (Millions of Dollars)
Outstanding at December 31, 2022	313,950	112.06		
Granted	38,100	263.48		
Exercised	(61,000)	77.72		
Outstanding at December 31, 2023	291,050	\$ 139.07	3.9	\$ 63.3
Exercisable at December 31, 2023	160,550	\$ 97.72	2.9	\$ 41.6

Additional information about stock options outstanding at December 31, 2023 is shown below:

Range of Exercise Prices per Option	Options Outstanding		Options Exercisable	
	No. of Options	Avg. Life Remaining in Years	No. of Options	Avg. Life Remaining in Years
\$ 0.00 to \$ 99.99	68,900	2.0	68,900	2.0
\$ 100.00 to \$ 149.99	128,900	3.7	91,650	3.5
\$ 150.00 to \$ 249.99	55,150	5.1	—	—
\$ 250.00 to \$ 300.00	38,100	6.1	—	—
	291,050	3.9	160,550	2.9

RESTRICTED STOCK UNITS (MUSA 2013 Plan) – The Committee has granted time based restricted stock units (RSUs) as part of the compensation plan for its executives and certain other employees since its inception. The awards granted in the current year were under the MUSA 2013 Plan, are valued at the grant date fair value, and vest over three years .

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Changes in restricted stock units outstanding for Company employees during the period from December 31, 2022 to December 31, 2023 are presented in the following table:

2013 Plan — Employee RSUs	Number of units	Weighted Average Grant Date Fair Value		Total Fair Value (Millions of Dollars)
Outstanding at December 31, 2022	149,366	\$	125.51	
Granted	34,935	\$	260.96	
Vested and issued	(60,888)	\$	80.23	\$ 16.1
Forfeited	(4,157)	\$	183.17	
Outstanding at December 31, 2023	119,256	\$	186.47	\$ 42.5

PERFORMANCE-BASED RESTRICTED STOCK UNITS (MUSA 2013 Plan) – In February 2023, the Committee awarded performance-based restricted stock units (performance units) to certain employees. Half of the performance units vest based on a three-year return on average capital employed (ROACE) calculation and the other half vest based on a three-year total shareholder return (TSR) calculation that compares MUSA to a group of 17 peer companies. The portion of the awards that vest based on TSR qualify as a market condition and must be valued using a Monte Carlo valuation model. For the TSR portion of the awards, the fair value was determined to be \$330.18 per unit. For the ROACE portion of the awards, the valuation was based on the grant date fair value of \$263.48 per unit and the number of awards will be periodically assessed to determine the probability of vesting.

Changes in performance-based restricted stock units outstanding for Company employees during the period from December 31, 2022 to December 31, 2023 are presented in the following table:

2013 Plan — Employee PSU's	Number of Units	Weighted Average Grant Date Fair Value		Total Fair Value (Millions of Dollars)
Outstanding at December 31, 2022	106,001	\$	160.03	
Granted	62,380	\$	296.83	
Vested and issued	(72,799)	\$	121.83	\$ 19.0
Outstanding at December 31, 2023	95,582	\$	212.38	\$ 34.1

2013 Stock Plan for Non-employee Directors

Effective August 8, 2013, Murphy USA adopted the 2013 Murphy USA Stock Plan for Non-employee Directors (the "Directors Plan"). The directors for Murphy USA are compensated with a mixture of cash payments and equity-based awards. Awards under the Directors Plan may be in the form of restricted stock, restricted stock units, dividend equivalent units, stock options, or a combination thereof. An aggregate of 500,000 shares of common stock shall be available for issuance of grants under the Directors Plan. Since 2013, 157,285 time-based restricted stock units have been granted under the terms of the Directors Plan which leaves 342,715 shares available to be granted in the future.

RESTRICTED STOCK UNITS (Directors Plan) – The Committee has also granted time based RSUs to the non-employee directors of the Company as part of their overall compensation package for being a member of the Board of Directors. Awards prior to 2023 vest at the end of three years and those granted in 2023 vest at the end of one year.

DEFERRED STOCK UNITS (2013 Directors Plan) — Effective January 1, 2023, non-employee directors can elect to receive their annual cash retainers in the form of Deferred Stock Units ("DSUs"). The DSUs are recognized at their fair value on the date of the grant. Director fees which are deferred into DSUs are calculated and expensed each quarter by taking fees earned during the quarter and dividing by the closing price of our common stock on the last trading day of the quarter. Each DSU represents the right to receive one share of common stock following the completion of a director's service. In addition, beginning with the 2023 annual

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equity grants to non-employee directors, the directors may elect to defer receipt of their vested RSUs until their service ends. These RSUs are included in the Director RSU table below, will vest in one year, and will thereafter become deferred stock units.

Changes in restricted stock units outstanding for Company non-employee directors during the period from December 31, 2022 to December 31, 2023 are presented in the following table:

2013 Plan — Director RSUs and DSUs	Number of Units	Weighted Average Grant Date Fair Value	Total Fair Value (Millions of Dollars)
Outstanding at December 31, 2022	26,923	\$ 132.38	
Granted	6,611	\$ 258.35	
Vested and issued	(9,880)	\$ 110.19	\$ 2.7
Outstanding at December 31, 2023, including DSUs	23,654	\$ 180.97	\$ 8.4

During the three-month period ended March 31, 2023, we granted 421 DSUs and recorded director expense of \$ 0.1 million related to the grants under the 2013 Plan. Two DEU shares were granted and vested on these DSUs during the year. At December 31, 2023 there were 423 Director DSUs outstanding with an average grant date fair value of \$ 258.35 under the 2013 Plan.

2023 Omnibus Incentive Compensation Plan

On May 4, 2023, the MUSA 2023 Plan became effective upon the approval of the Company's stockholders. The MUSA 2023 Plan has been established to replace, on a prospective basis, the MUSA 2013 Plan and the 2013 Directors Plan, each of which expired on August 8, 2023. The MUSA 2023 Plan authorizes the Executive Compensation Committee of our Board of Directors ("the Committee") to grant to non-employee directors, employees, and consultants of the Company, or any of its subsidiaries, stock options (incentive stock options ("ISOs") and nonqualified stock options ("NQSO")), stock appreciation rights ("SARs"), restricted stock, restricted stock units ("RSUs"), performance awards or other cash-based awards and other stock-based awards. The maximum number of shares available for issuance under the MUSA 2023 Plan shall not exceed in the aggregate 1,725,000 shares (subject to certain adjustments). During the period from May 4, 2023 to December 31, 2023, the Company granted a total of 1,544 awards from the MUSA 2023 Plan which leaves 1,723,456 remaining shares. At present, the Company expects to issue all shares that vest out of existing treasury shares rather than issuing new common shares.

DEFERRED STOCK UNITS — Non-employee directors can elect to receive their annual cash retainers in the form of DSUs. The DSUs are recognized at their fair value on the date of the grant. Director fees which are deferred into DSUs are calculated and expensed each quarter by taking fees earned during the quarter and dividing by the closing price of our common stock on the last trading day of the quarter. Each DSU represents the right to receive one share of common stock following the completion of a director's service.

Changes in restricted stock units outstanding for Company 2023 Plan during the period from December 31, 2022 to December 31, 2023 are presented in the following table:

2023 Plan — RSUs and Director DSUs	Number of Units	Weighted Average Grant Date Fair Value	Total Fair Value (Millions of Dollars)
Outstanding at December 31, 2022	—	\$ —	
Granted	1,544	\$ 335.69	
Outstanding at December 31, 2023, including DSUs	1,544	\$ 335.69	\$ 0.6

During the period ended December 31, 2023, we granted 1,003 DSUs and recorded director expense of \$ 0.3 million related to the grants. At December 31, 2023, there were 1,004 Director DSUs vested and outstanding with an average grant date fair value of \$ 335.18 under the MUSA 2023 Plan.

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Amounts recognized in the financial statements by the Company with respect to all share-based plans are shown in the following table:

(Millions of dollars)	Years Ended December 31,					
	2023		2022		2021	
Compensation charged against income before income tax benefit	\$	21.8	\$	16.0	\$	14.4
Related income tax benefit recognized in income	\$	4.6	\$	3.4	\$	3.0

As of December 31, 2023, there was \$ 25.9 million in compensation costs to be expensed over approximately the next 1.7 years related to unvested share-based compensation arrangements granted by the Company. Employees who have stock options are required to net settle their options in shares, after applicable statutory withholding taxes are considered, upon each stock option exercise. Therefore, no cash is received upon exercise. Total income tax benefits realized from tax deductions related to stock option exercises under share-based payment arrangements were \$ 0.8 million, \$ 1.0 million, and \$ 0.3 million for the years ended December 31, 2023, 2022, and 2021, respectively.

Note 13 — Employee and Retiree Benefit Plans

THRIFT PLAN – Employees of the Company may participate in defined contribution savings plans by contributing up to a specified percentage of their base pay. The Company matches contributions for Murphy USA eligible employees at 100 % of each employee's contribution with a maximum match of 6 %. In addition, the Company makes profit sharing contributions on an annual basis for Murphy USA employees. Eligible employees receive a stated percentage of their base and incentive pay of which can range from 3 % to 9 % based on participant's age, years of service, date of hire, subsidiary organization, or role. The Company maintained the thrift plan of QuickChek on acquisition and matched 100 % of the first 3 % and 50 % of the next 2 % contributed by eligible employees in 2021 and 2022. Beginning in 2023, the QuickChek Corporation 401(k) Retirement and Savings Plan and the Murphy Profit Sharing Plan were merged into the Murphy USA Savings Plan. The Company's combined expenses related to these plans were \$ 23.8 million in 2023, \$ 17.3 million in 2022 and \$ 16.9 million in 2021. In addition, prior to 2023, eligible part-time employees participated in a noncontributory profit sharing plan in which the Company could make discretionary employer contributions. The Company's expenses related to this plan were \$ 1.6 million in 2022 and \$ 1.1 million in 2021.

SUPPLEMENTAL EXECUTIVE RETIREMENT – The Company provides a Supplemental Executive Retirement Plan ("SERP"), a nonqualified deferred compensation plan for Murphy USA employees, to eligible executives and certain members of management. The SERP plan is intended to restore qualified defined contribution plan benefits restricted under the Internal Revenue Code of 1986 to certain highly compensated individuals. The liability balances, net of associated assets, were \$ 7.6 million and \$ 5.5 million, at December 31, 2023 and 2022, respectively.

Note 14 — Financial Instruments and Risk Management

DERIVATIVE INSTRUMENTS — The Company makes limited use of derivative instruments to manage certain risks related to commodity prices and interest rates. The use of derivative instruments for risk management is covered by operating policies and is closely monitored by the Company's senior management. The Company does not hold any derivatives for speculative purposes, and it does not use derivatives with leveraged or complex features. Derivative instruments are traded primarily with creditworthy major financial institutions or over national exchanges such as the New York Mercantile Exchange ("NYMEX"). For accounting purposes, the Company has not designated commodity derivative contracts as hedges, and therefore, it recognizes all gains and losses on these derivative contracts in its Consolidated Statement of Income. Certain interest rate derivative contracts were accounted for as hedges and gain or loss associated with recording the fair value of these contracts was deferred in AOCI until the anticipated transactions occur. As of December 31, 2023, all current commodity derivative activity is immaterial.

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There were \$ 1.0 million in cash deposits at December 31, 2023 and none at December 31, 2022 related to commodity derivative contracts reported in Prepaid expenses and other current assets in the Consolidated Balance Sheets. These cash deposits have not been used to increase the reported net assets or reduce the reported net liabilities on the derivative contracts at December 31, 2023 and 2022.

Interest Rate Risks

An interest rate derivative that the Company used to effect the hedge entered into in August 2019 matured during the year 2023. The amount of pre-tax gains in accumulated other comprehensive loss that was reclassified into interest expense was \$ 0.6 million, \$ 0.9 million and \$ 0.9 million for the three years ended December 31, 2023, 2022 and 2021, respectively.

Note 15 – Earnings Per Share

Basic earnings per common share is computed by dividing net income available to common stockholders by the weighted average of common shares outstanding during the period. Diluted earnings per common share adjusts basic earnings per common share for the effects of stock options and restricted stock in the periods where such items are dilutive.

On December 1, 2021, the Board of Directors approved a share repurchase authorization of up to \$ 1 billion to begin upon completion of the \$ 500 million authorization made in October 2020. The 2021 authorization was completed in October 2023. On May 2, 2023, the Board of Directors approved a new share repurchase authorization of up to \$ 1.5 billion to be executed by December 31, 2028.

During the year 2023, the total number of share repurchases were 1,026,300 common shares for \$ 336.2 million, at an average price of \$ 327.55 per share, including excise tax accrued. The 2023 shares repurchased included 328,225 common shares for \$ 120.7 million, at an average price of \$ 367.66 per share, including excise tax accrued, under the 2023 \$ 1.5 billion authorization, leaving approximately \$ 1.4 billion remaining available, as of December 31, 2023, and included 698,075 common shares repurchased for \$ 215.5 million, at an average price of \$ 308.69 per share, including excise tax accrued, which completed the December 2021 \$ 1 billion authorization.

During the years 2022 and 2021, the total number of share repurchases were 3,328,795 common shares for \$ 806.4 million, at an average price of \$ 242.24 per share and 2,398,477 common shares for \$ 355.0 million, at an average price of \$ 148.00 per share, respectively.

The following table provides a reconciliation of basic and diluted earnings per share computations for the years ended December 31, 2023, 2022 and 2021.

	Years ended December 31,		
	2023	2022	2021
<i>(Millions of dollars except share and per share amounts)</i>			
Earnings per common share:			
Net income per share - basic			
Net income attributable to common stockholders	\$ 556.8	\$ 672.9	\$ 396.9
Weighted average common shares outstanding (in thousands)	21,493	23,506	26,210
Earnings per common share	\$ 25.91	\$ 28.63	\$ 15.14

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(Millions of dollars except share and per share amounts)	Years ended December 31,		
	2023	2022	2021
Earnings per common share - assuming dilution:			
Net income per share - diluted			
Net income attributable to common stockholders	\$ 556.8	\$ 672.9	\$ 396.9
Weighted average common shares outstanding (in thousands)	21,493	23,506	26,210
Common equivalent shares:			
Share-based awards	350	444	394
Weighted average common shares outstanding - assuming dilution (in thousands)	21,843	23,950	26,604
Earnings per common share assuming dilution	\$ 25.49	\$ 28.10	\$ 14.92

We have excluded from the earnings-per-share calculation certain stock options and shares that are considered to be anti-dilutive under the treasury stock method and are reported in the table below.

Potentially dilutive shares excluded from the calculation as their inclusion would be anti-dilutive	Years ended December 31,		
	2023	2022	2021
Stock options	34,133	—	80,500
Restricted share units	44	—	1,562
Total anti-dilutive shares	34,177	—	82,062

Note 16 — Other Financial Information

CASH FLOW DISCLOSURES — Cash income taxes paid (received), net of refunds, were \$ 128.0 million, \$ 199.7 million and \$ 120.4 million for the three years ended December 31, 2023, 2022 and 2021, respectively. Interest paid, net of amounts capitalized, was \$ 92.3 million, \$ 81.6 million and \$ 70.8 million for the years ended December 31, 2023, 2022 and 2021, respectively.

CHANGES IN WORKING CAPITAL -

(Millions of dollars)	Years ended December 31,		
	2023	2022	2021
Accounts receivable	\$ (56.3)	\$ (84.7)	\$ (18.9)
Inventories	(22.1)	(26.9)	11.1
Prepaid expenses and other current assets	25.2	(23.7)	(3.6)
Accounts payable and accrued liabilities	(12.0)	180.1	102.9
Income taxes payable	23.1	—	(8.7)
Net decrease (increase) in noncash operating working capital	\$ (42.1)	\$ 44.8	\$ 82.8

Note 17 — Assets and Liabilities Measured at Fair Value

The Company carries certain assets and liabilities at fair value in its Consolidated Balance Sheets. The fair value hierarchy is based on the quality of inputs used to measure fair value, with Level 1 being the highest quality and Level 3 being the lowest quality. Level 1 inputs are quoted prices in active markets for identical assets or liabilities. Level 2 inputs are observable inputs other than quoted prices included within Level 1. Level 3 inputs are unobservable inputs which reflect assumptions about pricing by market participants.

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The Company's available-for-sale marketable securities consist of high quality, investment grade securities from diverse issuers. We value these securities at the closing price in the principal active markets as of the last business day of the reporting period. The fair values of the Company's marketable securities by asset class are described in Note 5 "Marketable Securities" in these consolidated financial statements for the period ended December 31, 2023. We value the deferred compensation plan assets, which consist of money market and mutual funds, based on quoted prices in active markets at the measurement date. For additional information on deferred compensation plans see also Note 13 "Employee and Retirement Benefit Plans" in these consolidated financial statements for the period ended December 31, 2023.

At the balance sheet date, the fair value of commodity derivatives contracts was determined using NYMEX quoted values and the value of the Interest rate swap derivative was derived by using level 3 inputs. The carrying value of the Company's Cash and cash equivalents, Accounts receivable-trade, Trade accounts payable, and accrued liabilities approximates fair value. See also Note 14 "Financial Instruments and Risk Management" in these consolidated financial statements for the period ended December 31, 2023, for more information.

Financial assets and liabilities measured at fair value on a recurring basis.

The following table presents the Company's financial assets and liabilities measured at fair value on a recurring basis, as of December 31, 2023 and 2022:

(Millions of dollars)	December 31, 2023			
	Level 1	Level 2	Level 3	Fair Value
Financial assets				
Marketable securities, current				
U.S. Government bonds	\$ —	\$ 3.0	\$ —	\$ 3.0
U.S. Corporate bonds	—	4.1	—	4.1
Prepaid expenses and other current assets				
Fuel derivative	—	—	0.6	0.6
Marketable securities, non-current				
U.S. Corporate bonds	—	2.9	—	2.9
Non U.S. Government bonds	—	1.5	—	1.5
Other assets				
Deferred compensation plan assets	12.5	—	—	12.5
Financial liabilities				
Deferred credits and other liabilities				
Deferred compensation plan liabilities	(20.2)	—	—	(20.2)
	<u>\$ (7.7)</u>	<u>\$ 11.5</u>	<u>\$ 0.6</u>	<u>\$ 4.4</u>
(Millions of dollars)	December 31, 2022			
	Level 1	Level 2	Level 3	Fair Value
Financial assets				
Marketable securities, current:				
U.S. Government bonds	\$ —	\$ 8.8	\$ —	\$ 8.8
U.S. Corporate bonds	—	6.1	—	6.1
Non U.S. Government bonds	—	3.0	—	3.0

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(Millions of dollars)	December 31, 2022			
	Level 1	Level 2	Level 3	Fair Value
Accounts receivable - trade:				
Interest rate swap derivative	—	—	1.3	1.3
Marketable securities, non-current				
U.S. Corporate bonds	—	4.4	—	4.4
Other assets				
Deferred compensation plan assets	9.5	—	—	9.5
Financial liabilities				
Deferred credits and other liabilities				
Deferred compensation plan liabilities	(14.7)	—	—	(14.7)
	<u>\$ (5.2)</u>	<u>\$ 22.3</u>	<u>\$ 1.3</u>	<u>\$ 18.4</u>

Fair value of financial instruments not recognized at fair value.

The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties. The table below excludes Cash and cash equivalents, Accounts receivable-trade, and Trade accounts payable and accrued liabilities, all of which had fair values approximating carrying amounts. The fair value of Current and Long-term debt was estimated based on rates offered to the Company at that time for debt of the same maturities. The Company has off-balance sheet exposures relating to certain financial guarantees and letters of credit. The fair value of these, which represents fees associated with obtaining the instruments, was nominal.

The following table presents the carrying amounts and estimated fair values of financial instruments held by the Company at December 31, 2023 and 2022.

(Millions of dollars)	December 31, 2023		December 31, 2022	
	Carrying Amount	Level 2 Fair Value	Carrying Amount	Level 2 Fair Value
Financial liabilities				
Current and long-term debt, excluding finance leases	\$ (1,673.0)	\$ (1,662.9)	\$ (1,673.3)	\$ (1,643.0)

Note 18 – Commitments

The Company leases land, gasoline stores, and other facilities under operating leases. During the next five years, expected future rental payments under all operating leases are approximately \$ 53.1 million in 2024, \$ 52.4 million in 2025, \$ 51.7 million in 2026, \$ 50.9 million in 2027, and \$ 50.4 million in 2028.

Rental expense for noncancellable operating leases, including contingent payments when applicable, was \$ 60.7 million in 2023, \$ 57.6 million in 2022 and \$ 48.7 million in 2021.

Commitments for capital expenditures were approximately \$ 301.9 million at December 31, 2023, including \$ 265.0 million approved for potential construction of future stores (including land) at year-end, along with \$ 16.7 million for improvements of existing stores, to be financed with our operating cash flow and/or incurrence of indebtedness.

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The Company has certain take-or-pay contracts primarily to supply terminals with a noncancellable remaining term of 6.8 years. At December 31, 2023, our minimum annual payments under our take-or-pay contracts are estimated to be \$ 8.3 million in 2024 and \$ 8.3 million in 2025, \$ 6.8 million in 2026, \$ 4.7 million in 2027, and \$ 4.7 million in 2028.

Note 19 — Contingencies

The Company's operations and earnings have been and may be affected by various forms of governmental action. Examples of such governmental action include, but are by no means limited to: tax increases and retroactive tax claims; import and export controls; price controls; allocation of supplies of crude oil and petroleum products and other goods; laws and regulations intended for the promotion of safety and the protection and/or remediation of the environment; governmental support for other forms of energy; and laws and regulations affecting the Company's relationships with employees, suppliers, customers, stockholders and others. Because governmental actions are often motivated by political considerations, may be taken without full consideration of their consequences, and may be taken in response to actions of other governments, it is not practical to attempt to predict the likelihood of such actions, the form the actions may take or the effect such actions may have on the Company.

ENVIRONMENTAL MATTERS AND LEGAL MATTERS — Murphy USA is subject to numerous federal, state and local laws, regulations and permit requirements dealing with the environment. Violation of such environmental laws, regulations and permits can result in the imposition of significant civil and criminal penalties, injunctions, and other sanctions. A discharge of hazardous substances into the environment could, to the extent such event is not adequately insured, subject the Company to substantial expense, including the cost to comply with applicable laws and regulations, claims by neighboring landowners, governmental authorities and other third parties for any personal injury, property damage and other losses that might result.

The Company currently owns or leases, and has in the past owned or leased, properties at which hazardous substances have been or are being handled. In connection with these activities, hazardous substances may have been disposed of or released on or under the properties owned or leased by the Company or on or under other locations where they have been taken for disposal. In addition, many of these properties have been operated by third parties whose management of hazardous substances was not under the Company's control. Under existing laws, the Company could be required to remediate contaminated property (including contaminated groundwater) or to perform remedial actions to prevent future contamination. Certain of these contaminated properties are in various stages of negotiation, investigation, and/or cleanup, and the Company is investigating the extent of any related liability and the availability of applicable defenses. With the sale of the U.S. refineries in 2011, Murphy Oil retained certain liabilities related to environmental matters. Murphy Oil also obtained insurance covering certain levels of environmental exposures. With respect to the previously owned refinery properties, Murphy Oil retained those liabilities in the Separation and Distribution agreement that was entered into related to the separation on August 30, 2013. With respect to any remaining potential liabilities, based on information currently available to the Company, the Company believes costs related to these properties will not have a material adverse effect on Murphy USA's net income, financial position or liquidity in a future period.

While it is possible that certain environmental expenditures could be recovered by the Company from other sources, primarily environmental funds maintained by certain states, no assurance can be given that future recoveries from these other sources will occur. As such, the Company has not recorded a benefit for likely recoveries at December 31, 2023, however certain jurisdictions provide reimbursement for these expenses which have been considered in recording the net exposure. The U.S. EPA currently considers the Company a PRP at one Superfund site. As to the site, the potential total cost to all parties to perform necessary remedial work at this site may be substantial. However, based on current negotiations and available information, the Company believes that it is a de minimis party as to ultimate responsibility at the Superfund site. Accordingly, the Company has not recorded a liability for remedial costs at the Superfund site at December 31, 2023. The Company could be required to bear a pro rata share of costs attributable to nonparticipating PRPs or could be assigned additional responsibility for remediation at this site or other Superfund sites. Based on information currently available to the Company, the Company believes that its share of the ultimate costs to clean-up this

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site will be immaterial and will not have a material adverse effect on its net income, financial position or liquidity in a future period.

Based on information currently available to the Company, the amount of future remediation costs to be incurred to address known contamination sites is not expected to have a material adverse effect on the Company's future net income, cash flows or liquidity. However, there is the possibility that additional environmental expenditures could be required to address contamination, including as a result of discovering additional contamination or the imposition of new or revised requirements applicable to known contamination, and such additional expenditures could be material.

Murphy USA is engaged in a number of other legal proceedings, all of which the Company considers routine and incidental to its business. Currently, the City of Charleston, South Carolina and the state of Delaware have filed lawsuits against energy companies, including the Company. These lawsuits allege damages as a result of climate change and the plaintiffs are seeking unspecified damages and abatement under various tort theories. At this early stage, the ultimate outcome of these matters remains uncertain, and neither the likelihood of an unfavorable outcome nor the ultimate liability, if any, can be determined. Based on information currently available to the Company, the ultimate resolution of those other legal matters is not expected to have a material adverse effect on the Company's net income, financial condition, or liquidity in a future period.

INSURANCE — The Company maintains insurance coverage at levels that are customary and consistent with industry standards for companies of similar size. Murphy USA maintains statutory workers compensation insurance with a deductible of \$ 1.0 million per occurrence, general liability insurance with a deductible of \$ 3.0 million per occurrence, and auto liability insurance with a deductible of \$ 0.3 million per occurrence. As of December 31, 2023, there were a number of outstanding claims that are of a routine nature. The estimated incurred but unpaid liabilities relating to these claims are included in Trade account payables and accrued liabilities on the Consolidated Balance Sheets. While the ultimate outcome of these claims cannot presently be determined, management believes that the accrued liability of \$ 47.3 million will be sufficient to cover the related liability and that the ultimate disposition of these claims will have no material effect on the Company's financial position and results of operations.

The Company has obtained insurance coverage as appropriate for the business in which it is engaged, but may incur losses that are not covered by insurance or reserves, in whole or in part, and such losses could adversely affect our results of operations and financial position.

TAX MATTERS — Murphy USA is subject to extensive tax liabilities imposed by multiple jurisdictions, including income taxes, indirect taxes (excise/duty, sales/use and gross receipts taxes), payroll taxes, franchise taxes, withholding taxes and ad valorem taxes. New tax laws and regulations and changes in existing tax laws and regulations are continuously being enacted or proposed that could result in increased expenditures for tax liabilities in the future. Many of these liabilities are subject to periodic audits by the respective taxing authority. Subsequent changes to our tax liabilities because of these audits may subject us to interest and penalties.

OTHER MATTERS — In the normal course of its business, the Company is required under certain contracts with various governmental authorities and others to provide financial guarantees or letters of credit that may be drawn upon if the Company fails to perform under those contracts. At December 31, 2023, the Company had contingent liabilities of \$ 10.2 million on outstanding letters of credit. The Company has not accrued a liability in its balance sheet related to these financial guarantees and letters of credit because it is believed that the likelihood of having these drawn is remote.

Note 20 — Leases

The Company determines if an arrangement is a lease or contains a lease at inception. Operating lease right-of-use assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. Leases with an initial term of 12 months or less are not recorded on the balance sheet; we recognize lease expense for these leases on a straight-line basis over the lease term. The Company's leases have remaining lease terms of approximately 1 year to 38 years, which may include the option to extend the lease when it is reasonably certain the Company will exercise the option. Most leases

Murphy USA Inc.
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include one or more options to renew, with renewal terms that can extend the lease term from 5 to 20 years or more. The exercise of lease renewal options is at the Company's sole discretion. Due to the uncertainties of future markets, economic factors, technology changes, demographic shifts and behavior, environmental regulatory requirements and other information that impacts decisions as to store location, management has determined that it was not reasonably certain to exercise contract options and they are not included in the lease term. Additionally, short-term leases and leases with variable lease costs are immaterial. The Company reviews all options to extend, terminate, or otherwise modify its lease agreements to determine if changes are required to the right of use assets and liabilities.

As the implicit interest rate is not readily determinable in most of the Company's lease agreements, the Company uses its estimated secured incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments.

Lessor — We have various arrangements for certain spaces for food service and vending equipment under which we are the lessor. These leases meet the criteria for operating lease classification. Lease income associated with these leases is immaterial. We also have certain areas where we sublease building and land space to others. This lease income is immaterial.

Lessee — We lease land for 445 stores, one terminal, and various equipment. Our lease agreements do not contain any material residual value guarantees and approximately 102 sites leased from Walmart contain restrictive covenants, though the restrictions are deemed to have an immaterial impact.

Leases are reflected in the following balance sheet accounts:

(Millions of dollars)	Classification	December 31, 2023	December 31, 2022
Assets			
Operating (Right-of-use)	Operating lease right of use assets, net	\$ 452.1	\$ 449.6
	Property, plant, and equipment, at cost, less accumulated depreciation of \$ 42.6 in 2023 and \$ 30.5 in 2022	113.8	124.6
Finance		565.9	574.2
Total leased assets		\$ 565.9	\$ 574.2
Liabilities			
Current			
Operating	Trade accounts payable and accrued liabilities	\$ 22.1	\$ 20.5
Finance	Current maturities of long-term debt	11.0	11.0
Noncurrent			
Operating	Non-current operating lease liabilities	450.3	444.2
Finance	Long-term debt, including capitalized lease obligations	115.7	122.6
Total lease liabilities		\$ 599.1	\$ 598.3

Murphy USA Inc.
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Lease Cost:		Year Ended December 31,		
		2023	2022	2021
(Millions of dollars)	Classification			
Operating lease cost	Store and other operating expenses	\$ 55.1	\$ 52.2	\$ 43.1
Finance lease cost				
Amortization of leased assets	Depreciation & amortization expense	15.0	15.9	14.8
Interest on lease liabilities	Interest expense	8.9	9.1	8.2
Net lease costs		\$ 79.0	\$ 77.2	\$ 66.1

Cash Flow Information:		Year Ended December 31,		
		2023	2022	2021
(Millions of dollars)				
Cash paid for amounts included in the measurement of liabilities				
Operating cash flows required by operating leases		\$ 50.6	\$ 45.6	\$ 38.8
Operating cash flows required by finance leases		\$ 8.9	\$ 9.1	\$ 8.2
Financing cash flows required by finance leases		\$ 11.4	\$ 11.2	\$ 9.8

Maturity of Lease Liabilities:		Operating leases		Finance leases	
(Millions of dollars)					
2024		\$ 53.1	\$ 19.1		
2025		52.4	18.0		
2026		51.7	16.8		
2027		50.9	16.0		
2028		50.4	15.5		
After 2028		535.8	106.9		
Total lease payments		794.3	192.3		
less: interest		321.9	65.6		
Present value of lease liabilities		\$ 472.4	\$ 126.7		

Lease Term and Discount Rate:		Year Ended December 31,	
		2023	
			In Years
Weighted average remaining lease term			
Finance leases			12.2
Operating leases			15.1
Weighted average discount rate			
Finance leases			6.8 %
Operating leases			6.6 %

Note 21 — Recent Accounting and Reporting Rules

In December 2023, the FASB issued ASU 2023-06, "Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative," which incorporates into the FASB Codification several disclosure and presentation requirements in SEC Regulations S-X and S-K that overlap with US GAAP. While the ASU is not expected to significantly affect entities currently subject to the corresponding SEC requirements, certain disclosures currently presented outside the financial statements under Regulation S-K may need to be relocated into the financial statements. If the SEC does not remove the existing disclosure requirements from Regulations S-X or S-K by June 30, 2027, the corresponding pending content will be removed from the Codification and will not become effective for any entities. The Company has determined this will not have a material impact on the Company's consolidated financial statements.

In December 2023, the FASB issued ASU 2023-07, "Segment Reporting: Improvements to Reportable Segment Disclosures." The amendments in this Update improve financial reporting by requiring disclosure of incremental segment information on an annual and interim basis for all public entities and clarifies that single reportable segment entities must apply Topic 280 in its entirety. The amendments in this Update are effective for the Company for the year beginning January 1, 2024, with early adoption permitted. The amendments should be applied retrospectively to all prior periods presented in the financial statement. The Company has determined this will not have a material impact on the Company's consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, "Improvements to Income Tax Disclosures." This ASU intends to enhance income tax disclosures, under Topic 740, to address investor requests for more transparency about income tax information through improvements to income tax disclosures primarily related to the rate reconciliation and income taxes paid information. The amendments in this Update improve the transparency of income tax disclosures by requiring (1) consistent categories and greater disaggregation of information in the rate reconciliation and (2) income taxes paid disaggregated by jurisdiction. The amendments in this Update are effective for the Company for the year beginning January 1, 2025, with early adoption permitted. The amendments should be applied on a prospective basis, with retrospective application permitted. The Company has determined this will not have a material impact on the Company's consolidated financial statements.

Note 22 — Business Segments

Our operations include the sale of retail motor fuel products and convenience merchandise along with the wholesale and bulk sale capabilities of our product supply and wholesale group. As the primary purpose of the product supply and wholesale group is to support our retail operations and provide fuel for their daily operation, the bulk and wholesale fuel sales are secondary to the support functions played by these groups. As such, they are all treated as one segment for reporting purposes as they sell the same products and have similar economic characteristics. This Marketing segment contains essentially all of the revenue generating activities of the Company. Results not included in the reportable segment include Corporate and Other Assets. The reportable segment was determined based on information reviewed by the Chief Operating Decision Maker.

Segment Information

(Millions of dollars)

	Marketing	Corporate and Other Assets	Consolidated
Year ended December 31, 2023			
Segment income (loss)	\$ 630.9	\$ (74.1)	\$ 556.8
Revenues from external customers	\$ 21,528.9	\$ 0.5	\$ 21,529.4
Investment income	\$ —	\$ 6.9	\$ 6.9
Interest expense	\$ (8.9)	\$ (89.6)	\$ (98.5)
Income tax expense (benefit)	\$ 203.0	\$ (25.4)	\$ 177.6

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Segment Information

(Millions of dollars)

	Marketing	Corporate and Other Assets	Consolidated
Significant noncash charges (credits)			
Depreciation and amortization	\$ 211.9	\$ 16.8	\$ 228.7
Accretion of asset retirement obligations	\$ 3.0	\$ —	\$ 3.0
Deferred and noncurrent income taxes (benefits)	\$ (4.5)	\$ 6.5	\$ 2.0
Additions to property, plant and equipment	\$ 289.5	\$ 54.6	\$ 344.1
Total assets at year-end	\$ 4,061.7	\$ 278.4	\$ 4,340.1

Segment Information

(Millions of dollars)

	Marketing	Corporate and Other Assets	Consolidated
Year ended December 31, 2022			
Segment income (loss)	\$ 740.9	\$ (68.0)	\$ 672.9
Revenues from external customers	\$ 23,445.4	\$ 0.7	\$ 23,446.1
Investment income	\$ —	\$ 3.0	\$ 3.0
Interest expense	\$ (9.0)	\$ (76.3)	\$ (85.3)
Income tax expense (benefit)	\$ 232.1	\$ (21.2)	\$ 210.9
Significant noncash charges (credits)			
Depreciation and amortization	\$ 204.8	\$ 15.6	\$ 220.4
Accretion of asset retirement obligations	\$ 2.7	\$ —	\$ 2.7
Deferred and noncurrent income taxes (benefits)	\$ 35.0	\$ (3.5)	\$ 31.5
Additions to property, plant and equipment	\$ 279.1	\$ 26.7	\$ 305.8
Total assets at year-end	\$ 3,794.0	\$ 329.2	\$ 4,123.2

Segment Information

(Millions of dollars)

	Marketing	Corporate and Other Assets	Consolidated
Year ended December 31, 2021			
Segment income (loss)	\$ 472.8	\$ (75.9)	\$ 396.9
Revenues from external customers	\$ 17,359.9	\$ 0.6	\$ 17,360.5
Investment income	\$ —	\$ 0.1	\$ 0.1
Interest expense	\$ (8.1)	\$ (74.3)	\$ (82.4)
Income tax expense (benefit)	\$ 148.5	\$ (23.5)	\$ 125.0
Significant noncash charges (credits)			
Depreciation and amortization	\$ 197.3	\$ 15.3	\$ 212.6
Accretion of asset retirement obligations	\$ 2.5	\$ —	\$ 2.5
Deferred and noncurrent income taxes (benefits)	\$ 22.6	\$ (3.6)	\$ 19.0
Additions to property, plant and equipment	\$ 245.5	\$ 32.0	\$ 277.5
Total assets at year-end	\$ 3,569.4	\$ 478.8	\$ 4,048.2

SCHEDULE II – VALUATION AND QUALIFYING ACCOUNTS
Murphy USA Inc.
Valuation Accounts and Reserves

<i>(Millions of dollars)</i>	Balance at January 1,	Charged (Credited) to Expense	Deductions	Balance at December 31,
2023				
Deducted from assets accounts				
Allowance for doubtful accounts	\$ 0.3	1.0	—	\$ 1.3
2022				
Deducted from assets accounts				
Allowance for doubtful accounts	\$ 0.1	0.2	—	\$ 0.3
2021				
Deducted from assets accounts				
Allowance for doubtful accounts	\$ 0.1	—	—	\$ 0.1

DESCRIPTION OF THE REGISTRANT'S SECURITIES REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

Description of Capital Stock

The following description is a summary description of the capital stock of Murphy USA, Inc. ("Murphy USA," "MUSA," "we," "us," "our," or the "Company") and does not purport to be complete. The summary set forth below is subject to and qualified in its entirety by reference to our amended and restated certificate of incorporation (our "certificate of incorporation") and our amended and restated bylaws (our "bylaws"), each of which are filed as exhibits to our Annual Report on Form 10-K.

General

Our authorized capital stock consists of 200,000,000 shares of common stock, par value \$0.01 per share, and 20,000,000 shares of preferred stock, par value \$0.01 per share. All outstanding shares of common stock are fully paid and non-assessable.

Common Stock

Voting rights. The holders of common stock are entitled to one vote per share on all matters to be voted upon by the stockholders (other than matters relating solely to the terms of any preferred stock or directors elected solely by the holders thereof). Our certificate of incorporation and bylaws do not provide for cumulative voting rights in the election of directors.

Dividend rights. Subject to preferences that may be applicable to any outstanding preferred stock, the holders of common stock are entitled to receive ratably such dividends, if any, as may be declared from time to time by the board of directors out of funds legally available therefor.

Rights upon liquidation. In the event of liquidation, dissolution or winding up of Murphy USA, the holders of common stock are entitled to share ratably in all assets remaining after payment of liabilities, subject to prior distribution rights of preferred stock, if any, then outstanding.

Other rights. The holders of our common stock have no preemptive or conversion rights or other subscription rights. There are no redemption or sinking fund provisions applicable to the common stock.

Preferred Stock

Our board of directors has the authority to issue, without further vote or action by the stockholders, the preferred stock in one or more series and to fix the designations, powers, preferences and relative, participating, optional or other rights, if any, and the qualifications, limitations or restrictions thereof, including dividend rights, dividend rates, conversion rights, voting rights, terms of redemption, redemption prices, liquidation preferences and the number of shares constituting any series or the designation of such series.

The issuance of preferred stock could adversely affect the voting power of the holders of the common stock and the likelihood that such holders will receive dividend payments and payments upon liquidation. In addition, the issuance of preferred stock may have the effect of delaying, deferring or preventing a change in control of Murphy USA without further action by the stockholders and may adversely affect the voting and other rights of the holders of common stock. At present, Murphy USA has no plans to issue any of the preferred stock.

Election and Removal of Directors

The number of directors may be fixed exclusively by one or more resolutions adopted from time to time solely by the affirmative vote of a majority of the “whole board” (defined as the total number of authorized directorships at any given time, whether or not there exist any vacancies in previously authorized directorships).

In uncontested elections of directors, each director nominee will be elected only if the number of votes cast for such nominee exceeds the number of votes cast against such nominee. Directors who fail to receive a majority of votes cast in their favor must tender their resignation, which the board of directors can determine whether to accept or reject. In contested elections—the election of a director nominee that was properly nominated by a stockholder pursuant to the provisions of our bylaws—directors are elected by a plurality of votes cast.

No director is removable by the stockholders except for cause, and directors may be removed for cause only by an affirmative vote of a majority of the total voting power of our outstanding securities generally entitled to vote in the election of directors. Any vacancy occurring on the board of directors and any newly created directorship may be filled only by a majority of the remaining directors in office (although less than a quorum) or by the sole remaining director.

Staggered Board

Our board of directors is divided into three classes serving staggered three-year terms. At each annual meeting of stockholders, directors are elected for three-year terms to succeed the class of directors whose terms have expired. This classification of our board of directors could have the effect of increasing the length of time necessary to change the composition of a majority of the board of directors. In general, at least two annual meetings of stockholders will be necessary for stockholders to effect a change in a majority of the members of the board of directors.

Limits on Written Consent

Any action required or permitted to be taken by the stockholders must be effected at a duly called annual or special meeting of stockholders and may not be effected by any consent in writing in lieu of a meeting of such stockholders.

Stockholder Meetings

Our certificate of incorporation and our bylaws provide that special meetings of our common stockholders may be called only by our board of directors acting pursuant to a resolution adopted by a majority of the whole board. Our bylaws provide that business transacted at any special meeting will be limited to the purposes stated in the notice of such meeting.

Amendments to Our Governing Documents

Our certificate of incorporation provides that the amendment of the provisions described under “-Election and Removal of Directors,” “-Staggered Board,” “-Limits on Written Consents,” and “-Stockholder Meetings” require the affirmative vote of holders of at least 66 2/3% of the total voting power of our outstanding securities generally entitled to vote in the election of directors, voting together as a single class. Pursuant to Delaware law, the affirmative vote of holders of at least a majority of the voting power of our outstanding shares of stock will generally be required to amend other provisions of our certificate of incorporation.

Our bylaws are generally subject to alteration, amendment or repeal, and new bylaws may be adopted, with:

- the affirmative vote of a majority of the whole board; or
 - the affirmative vote of holders of 66 2/3% of the total voting power of our outstanding securities generally entitled to vote in the election of directors, voting together as a single class.
-

Other Limitations on Stockholder Actions

Advance Notice of Proposals and Nominations. Our bylaws provide that stockholders must provide timely written notice to bring business before an annual meeting of stockholders or to nominate candidates for election as directors at an annual meeting of stockholders. Notice for an annual meeting is generally timely if it is received at our principal office not less than 90 days nor more than 120 days prior to the first anniversary of the preceding year's annual meeting. However, if the date of the annual meeting is advanced by more than 30 days or delayed more than 70 days from this anniversary date, such notice by the stockholder must be delivered not earlier than the 120th day prior to the annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the tenth day following the day on which public announcement of the date of such annual meeting was first made. Stockholders utilizing "proxy access" must meet separate deadlines. Our bylaws also specify the form and content of a stockholder's notice. These provisions may prevent stockholders from bringing matters before an annual meeting of stockholders or from nominating candidates for election as directors at an annual meeting of stockholders.

Proxy Access. Our bylaws contain "proxy access" provisions, which give an eligible stockholder (or a group of up to 20 stockholders aggregating their shares) that has owned 3% or more of the outstanding common stock continuously for at least three years the right to nominate the greater of two nominees and 20% of the number of directors to be elected at the applicable annual general meeting, and to have those nominees included in our proxy materials, subject to the other terms and conditions of our bylaws.

Limitation of Liability of Directors and Officers

Our certificate of incorporation provides that no director will be personally liable to us or our stockholders for monetary damages for breach of fiduciary duty as a director, except as required by applicable law, as in effect from time to time. Currently, Delaware law requires that liability be imposed only for the following:

- any breach of the director's duty of loyalty to the company or its stockholders;
- any act or omission not in good faith or which involved intentional misconduct or a knowing violation of law;
- unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law; and
- any transaction from which the director derived an improper personal benefit.

As a result, neither we nor our stockholders have the right, including through stockholders' derivative suits on our behalf, to recover monetary damages against a director for breach of fiduciary duty as a director, including breaches resulting from grossly negligent behavior, except in the situations described above.

Our certificate of incorporation provides that, to the fullest extent permitted by law, we will indemnify any officer or director of our Company in connection with any threatened, pending or completed action, suit or proceeding to which such person is, or is threatened to be made, a party, whether civil or criminal, administrative or investigative, arising out of the fact that the person is or was our director or officer, or served any other enterprise at our request as a director or officer. We will reimburse the expenses, including attorneys' fees, incurred by a person indemnified by this provision in connection with any proceeding, including in advance of its final disposition, to the fullest extent permitted by law. Amending this provision will not reduce our indemnification obligations relating to actions taken before an amendment.

We maintain insurance for our officers and directors against certain liabilities, including liabilities under the Securities Act, under insurance policies, the premiums of which are paid by us. The effect of these are to indemnify any officer or director of the Company against expenses, judgments, attorney's fees and other amounts paid in settlements incurred by an officer or director arising from claims against such persons for conduct in their capacities as officers or directors of the Company.

Forum Selection

Our bylaws provide that, unless we consent in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee to us or our stockholders, (iii) any action asserting a claim arising pursuant to any provision of Delaware General Corporation Law, our certificate of incorporation (including any certificate of designations for any class or series of our preferred stock) or our bylaws, in each case, as amended from time to time, or (iv) any action asserting a claim governed by the internal affairs doctrine shall be a state or federal court located within the State of Delaware, in all cases subject to the court's having personal jurisdiction over the indispensable parties named as defendants. Unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for the resolution of any action asserting a cause of action arising under the Securities Act shall be the federal district courts of the United States of America, to the fullest extent permitted by law. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock shall be deemed to have notice of and consented to the foregoing forum selection provisions.

Anti-Takeover Effects of Some Provisions

Some of the provisions of our certificate of incorporation and bylaws (as described above) could make the following more difficult:

- acquisition of control of us by means of a proxy contest or otherwise, or
- removal of our incumbent officers and directors.

These provisions, including our ability to issue preferred stock, are designed to discourage coercive takeover practices and inadequate takeover bids. These provisions are also designed to encourage persons seeking to acquire control of us to first negotiate with our board of directors. We believe that the benefits of increased protection will give us the potential ability to negotiate with the proponent of an unfriendly or unsolicited proposal to acquire or restructure us, and that the benefits of this increased protection will outweigh the disadvantages of discouraging those proposals, because negotiation of those proposals could result in an improvement of their terms.

Delaware Business Combination Statute

We have elected to be subject to Section 203 of the Delaware General Corporation Law, which regulates corporate acquisitions. Section 203 prevents an "interested stockholder," which is defined generally as a person owning 15% or more of a corporation's voting stock, or any affiliate or associate of that person, from engaging in a broad range of "business combinations" with the corporation for three years after becoming an interested stockholder unless:

- the board of directors of the corporation had, prior to the person becoming an interested stockholder, approved either the business combination or the transaction that resulted in the stockholder's becoming an interested stockholder;
- upon completion of the transaction that resulted in the stockholder's becoming an interested stockholder, that person owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, other than statutorily excluded shares; or
- following the transaction in which that person became an interested stockholder, the business combination is approved by the board of directors of the corporation and holders of at least two-thirds of the outstanding voting stock not owned by the interested stockholder.

Under Section 203, the restrictions described above also do not apply to specific business combinations proposed by an interested stockholder following the announcement or notification of designated extraordinary transactions involving the corporation and a person who had not been an interested stockholder during the previous three years or who became an interested stockholder with the approval of a majority of the corporation's directors, if such extraordinary transaction is approved or not opposed by a majority of the directors who were directors prior to any person becoming an interested stockholder during the previous three years or were recommended for election or elected to succeed such directors by a majority of such directors.

Section 203 may make it more difficult for a person who would be an interested stockholder to effect various business combinations with a corporation for a three-year period. Section 203 also may have the effect of preventing changes in our management and could make it more difficult to accomplish transactions which our stockholders may otherwise deem to be in their best interests.

Listing

Our common stock is listed on the NYSE under the ticker symbol "MUSA."

Transfer Agent and Registrar

The transfer agent and registrar for the common stock is Computershare Trust Company, N.A.

MURPHY USA INC.
2019 ANNUAL INCENTIVE PLAN
(amended and restated, effective as of January 1, 2024)

Section 1. Purpose of the Plan. The purpose of the 2019 Annual Incentive Compensation Plan (as amended and restated, effective as of January 1, 2024) for Murphy USA Inc. is to provide incentive compensation to those officers, executives, and Key Employees who, in the opinion of the Company, contribute significantly to the growth and success of the Company; to attract and retain individuals of outstanding ability; and to align the interests of those who hold positions of major responsibility in the Company with the interests of Company shareholders.

Section 2. Definitions. Unless the context otherwise indicates, the following definitions shall be applicable:

"Award" shall mean a right granted to a Participant pursuant to Section 5 of the Plan to receive a cash payment from the Company (or a Subsidiary) based upon the extent to which the Participant's Performance Goal(s) are achieved during the relevant Performance Period, subject to the Committee's discretion pursuant to Section 5(d) of the Plan.

"Base Salary" shall mean, with respect to a Participant, the base salary actually paid to the Participant during the Plan Year as shown in the payroll/personnel records of the Company, which, for these purposes, shall include any short-term disability pay received by the Participant during the Plan Year from the Company or a third-party administrator.

"Board" shall mean the Board of Directors of Murphy USA Inc.

"Cause" shall mean a (i) Participant's willful failure or refusal to satisfactorily perform Participant's duties or obligations in connection with Participant's employment, (ii) Participant's having engaged in willful misconduct, gross negligence or a breach of fiduciary duty, or Participant's material breach of Participant's employment agreement, if any, or any Company policy, (iii) Participant's conviction of, or a plea of nolo contendere to, (x) a felony or (y) any other criminal offense involving moral turpitude, fraud or dishonesty, (iv) Participant's unlawful use or possession of illegal drugs on the Company's premises or while performing his duties and responsibilities hereunder or (v) Participant's commission of an act of fraud, embezzlement or misappropriation, in each case, against the Company or any of its affiliates.

"Code" shall mean the Internal Revenue Code of 1986, as amended from time to time; references to particular sections of the Code include references to regulations and rulings thereunder and to successor provisions.

"Committee" shall mean the Executive Compensation Committee of the Board or any other committee of the Board designated by resolution of the Board to administer the Plan.

"Company" shall mean Murphy USA Inc. (a Delaware corporation), its successors and assigns, and each of its Subsidiaries designated by the Committee for participating in this Plan.

"Disability" shall mean a physical or mental impairment sufficient to make a Participant eligible for benefits under the Company's Long-Term Disability Plan.

"Employee" shall mean any regular employee of the Company.

"GAAP" shall mean generally accepted accounting principles set forth in the opinions, statements and pronouncements of the Financial Accounting Standards Board, United States (or predecessors or successors thereto or agencies with similar functions), or in such other statements by such other entity as may be in general use by significant segments of the accounting profession, which are applicable to the circumstances as of the date of determination and in any event applied in a

manner consistent with the application thereof used in the preparation of the Company's financial statements.

"Key Employee" shall mean an Employee with a title of director or above.

"Maximum Performance Level" shall mean the level of performance achievement of the Performance Goals which results in the payment of up to 200 percent (200%) of the Target Award Opportunity for a Participant, as determined by the Committee in its sole discretion.

"Participant" shall mean any officer, executive, or Key Employee of the Company selected by the Committee to receive an Award under the Plan.

"Performance Goal" shall mean a performance objective established by the Committee for a particular Participant for a Performance Period pursuant to Section 5 of the Plan for the purpose of determining the extent to which an Award has been earned for such Performance Period. Each Performance Goal may consist of (a) "Performance Criteria," as defined in Section 5(b) of the Plan, which are one or more measures related to individual, business unit, or Company performance, and (b) a "Performance Target," which is the level at which the relevant Performance Criteria must be achieved for purposes of determining whether a cash payment is to be made under an Award, which may be stated as a threshold level below which no payment will be made, a maximum level at or above which full payment will be made, and intermediate targets which will result in payment between such threshold and maximum level.

"Performance Period" shall mean a Plan Year or, for a Participant who becomes a Participant after the first day of the Plan Year because he or she was promoted, newly hired or otherwise selected by the Committee to receive an Award under the Plan after the first day of the Plan Year, such portion of the Plan Year as determined by the Committee.

"Plan" shall mean the 2019 Murphy USA Inc. Annual Incentive Compensation Plan (as amended and restated, effective as of January 1, 2024), as may be amended from time to time.

"Plan Year" shall mean the fiscal year of the Company.

"Retirement" shall mean retirement under the applicable Company benefit plan or as may be approved by the Committee.

"Subsidiary" shall mean any entity that is directly or indirectly controlled by the Company, as determined by the Committee.

"Target Award Opportunity" shall mean the percent of Base Salary to be awarded to each Participant in the Plan upon achievement of 100 percent (100%) of the Performance Goals at 100 percent (100%) performance attainment established within the Performance Criteria of the Plan.

"Threshold Performance Level" shall mean the level of achievement of the Performance Goals within the Performance Criteria below which no awards may be paid to a Participant.

Section 3. Plan Administration.

(a) The Committee. The Plan will be administered by the Committee. In accordance with and subject to the provisions of the Plan, the Committee will have full authority and discretion with respect to Awards made under the Plan, including without limitation the following: (i) selecting the officers, executives, or other Key Employees to be Participants; (ii) establishing the terms of each Award; (iii) determining the time or times when Awards will be granted; and (iv) establishing the restrictions and other conditions to which the payment of Awards may be subject. Each determination, interpretation, or other action made or taken by the Committee pursuant to the provisions of the Plan will be conclusive and binding for all purposes and on all persons, and no member of the Committee

will be liable for any action or determination made in good faith with respect to the Plan or any Award granted under the Plan.

(b) **Delegation of Authority.** To the extent permitted by applicable law, the Committee may delegate some or all of its authority under the Plan with respect to Participants (other than Participants who are executive officers of the Company or who are at the level of Vice President or above) to one or more officers of the Company (including its authority to grant Awards, establish the terms of an Award, establish the applicable Performance Criteria, and determine the level of achievement of the Performance Criteria and the payout level of an Award). With respect to any such delegation of authority hereunder, all references to "Committee" in this Plan (other than in respect of Section 9 hereof) shall instead refer to the Committee's delegate.

(c) **Adjustments.** In the event of (i) any merger, reorganization, consolidation, recapitalization, liquidation, reclassification, stock dividend, stock split, special or extraordinary cash dividend, combination of shares, rights, offering, extraordinary dividend (including a spin-off), or other similar change affecting the Company's shares; (ii) any purchase, acquisition, sale, or disposition of a significant amount of assets other than in the ordinary course of business, or of a significant business; (iii) any change resulting from the accounting effects of discontinued operations, extraordinary income or loss, changes in accounting as determined under GAAP, or restatement of earnings; or (iv) any charge or credit resulting from an item which is classified as "non-recurring," "restructuring," or similar unusual item on the Company's audited annual Statement of Income which, in the case of (i) – (iv), results in a change in the components of the calculations of any of the Performance Criteria, as established by the Committee, in each case with respect to the Company or any other entity whose performance is relevant to the achievement of any Performance Goal included in an Award, the Committee (or, if the Company is not the surviving corporation in any such transaction, a committee of the Board of Directors of the surviving corporation) shall, without the consent of any affected Participant, amend or modify the terms of any outstanding Award that includes any Performance Goal based in whole or in part on the financial performance of the Company (or any Subsidiary or division thereof) or such other entity so as equitably to reflect such event or events, such that the criteria for evaluating such financial performance of the Company or such other entity (and the achievement of the corresponding Performance Goal) will be substantially the same (as determined by the Committee or the committee of the Board of Directors of the surviving corporation) following such event as prior to such event.

Section 4. Participation. The Participants for any Performance Period shall be those officers, executives, and Key Employees who are granted Awards by the Committee under the Plan for such Performance Period.

Section 5. Grant of Awards.

(a) **Nature of Awards.** An Award granted under the Plan shall provide for a cash payment to be made solely on account of the attainment of one or more Performance Goals included in such Award, subject to the Committee's authority pursuant to Section 3 and Section 6 of the Plan.

(b) **Performance Criteria.** The "**Performance Criteria**" for Awards made under the Plan shall be determined in the sole discretion of the Committee and may include, without limitation, the following measurements, or changes in such measurements between different Plan Years (or combination thereof) as applied to the Company or a Subsidiary, and in either case either on an absolute basis or relative basis (as compared to an external benchmark or performance of a designated peer group of companies).

- (i) Earnings (either in aggregate or on a per-share basis);
- (ii) Net income;

- (iii) Operating income;
- (iv) Operating profit;
- (v) Cash flow;
- (vi) Stockholder returns including return on assets, investment, invested capital, and equity, (including income applicable to common stockholders or other class of stockholders);
- (vii) Return measures (including return on assets, equity, or invested capital);
- (viii) Earnings before or after either, or any combination of, interest, taxes, depreciation, or amortization ("EBITDA");
- (ix) Adjusted EBITDA as reflected in the Company's financial statements;
- (x) Gross revenues;
- (xi) Share price (including growth measures and total stockholder return or attainment by the shares of a specified value for a specified period of time);
- (xii) Reduction in expense levels in each case, where applicable, determined either on a Company-wide basis or in respect of any one or more Subsidiaries or business units thereof;
- (xiii) Economic value;
- (xiv) Market share;
- (xv) Annual net income to common stock;
- (xvi) Earnings per share;
- (xvii) Annual cash flow provided by operations;
- (xviii) Changes in annual revenue
- (xix) Strategic business criteria, consisting of one or more objectives based on meeting specified revenue, market penetration, geographic business expansion goals, objectively identified project milestones, production volume levels, cost targets, and goals relating to acquisitions or divestitures;
- (xx) Operational performance measures tied to, environmental compliance and safety and accident rates;
- (xxi) Operational measures tied to marketing and retail operations including sales volume increases, sales volume increases per existing retail store, retail margins, special product volumes, and increases in specific product volumes;
- (xxii) Operating and maintenance cost management; and

(xxiii) Individual and/or departmental performance, including the impact of individual and/or departmental performance on the Company.

The Committee, on the grant date of an Award, may designate whether a particular performance measure is to be measured on a pre-tax basis or post-tax basis. Further, the Committee may select any one or more of the Performance Criteria applicable to a Participant (including through the use of a Performance Criteria as a performance or payout modifier) and Performance Criteria may differ for Awards for one Participant to the next.

(c) Establishment of Performance Goals. The Committee shall determine in writing for each Participant:

(i) the Performance Goal(s) for the Participant, which may include one or more of the Performance Criteria set forth in Section 5(b) of the Plan, and the Performance Target for each Performance Criteria;

(ii) if more than one Performance Goal is specified for a Participant, the relative weight assigned to each Performance Goal; and

(iii) the cash award expressed as a percentage of the base salary for the Participant for the Performance Period, *provided* that the Committee shall also place a maximum dollar amount on such Awards which may not exceed \$5,000,000 for each Participant.

(d) Individual Award Targets. (i) Each Participant shall have a Target Award Opportunity expressed as a percentage of the Participant's Base Salary. In addition, the Plan shall stipulate for each Participant a Target Award Opportunity as well as, if applicable, a Threshold Performance Level and Maximum Performance Level associated with each Performance Goal established for the Plan Year.

(ii) Individual Target Award Opportunities, Threshold Performance Levels, and Maximum Performance Levels may vary by Participant and may reflect the Participant's position, level of responsibility, areas of accountability, and other considerations. No Award earned by a Participant under the Plan may exceed two hundred percent (200%) of the Target Award Opportunity or \$5,000,000, whichever amount is less.

Section 6. Payment of Awards. As soon as practicable after the Committee has received the appropriate financial and other data after the end of a Plan Year, the Committee will for each Participant certify in writing the extent to which the applicable Performance Goals for such Participant have been met and the corresponding amount of the Award earned by such Participant. The Committee will have full authority to exercise its discretion following a Performance Period in adjusting an individual Award and may elect to increase or decrease the amount payable under an Award based upon judgments regarding individual performance and contributions. Payment of each Award in a cash lump sum, less applicable withholding taxes pursuant to Section 7 of the Plan, shall be made in the calendar year immediately following the applicable Plan Year as soon as practicable after the Committee's certification of the Performance Goals (such payment date, the "**Payment Date**"). Notwithstanding anything in the Plan to the contrary, no payment made to any Participant in respect of any Performance Period shall exceed \$5,000,000.

Section 7. Effect of Termination of Employment.

(a) Termination Due to Death, Disability, or Retirement. In the event a Participant's employment with the Company and all Subsidiaries is terminated by reason of death, Disability, or Retirement during a Performance Period, the Participant (or the Participant's estate) (subject to the Committee's discretion as allowed by Section 3(a) of the Plan) shall be paid (pursuant to Section 6 of the Plan after the completion of the Plan Year) a percentage of the amount earned according to the terms of the Award equal to the portion of the Performance Period through the Participant's death, Disability, or Retirement, as the case may be, as determined by the Committee.

(b) Termination for Reasons Other than Death, Disability, or Retirement. In the event a Participant's employment is terminated with the Company and all Subsidiaries prior to the end of the Performance Period for any reason other than death, Disability, or Retirement, including termination by the Company with or without Cause or the Participant's resignation for any reason, or a Participant is in the employ of a Subsidiary and the Subsidiary ceases to be a Subsidiary of the Company (unless the Participant continues in the employ of the Company or another Subsidiary), the Participant's Award for such Performance Period shall be immediately forfeited and the Participant shall have no right to any payment thereafter; *provided, however*, that under such circumstances, except in the event of the termination of the Participant's employment by the Company for Cause, the Committee may, in its sole discretion, pay the Participant an amount not to exceed a percentage of the amount earned according to the terms of the Award equal to the portion of the Performance Period through the Participant's termination.

(c) Termination for Cause. In the event a Participant's employment is terminated by the Company for Cause prior to the Payment Date for an Award, the Participant shall immediately forfeit and shall have no right to any payment thereafter with respect to such Award.

Section 8. *Payment of Withholding Taxes.* The Company shall withhold and deduct from the payment made pursuant to an Award or from future wages of the Participant (or from other amounts that may be due and owing to the Participant from the Company or a Subsidiary), or make other arrangements for the collection of, all legally required amounts necessary to satisfy any and all federal, state, and local withholding and employment-related tax requirements attributable to any payment made pursuant to an Award.

Section 9. *Plan Amendment, Modification, and Termination.* Subject to applicable law, the Committee may amend, suspend or terminate the Plan, any Award or any respective portion thereof at any time as the Committee may deem to be in the best interests of the Company, including to reduce or eliminate the compensation or other economic benefit otherwise due pursuant to an Award.

Section 10. *Non-Funded, Unsecured Obligation.* A Participant's only interest under the Plan shall be the right to receive a cash payment under an Award pursuant to the terms of the Award and the Plan (subject to the authority of the Committee pursuant to Section 3, Section 8 and Section 9 of the Plan). No portion of the amount payable to Participants under the Plan shall be held by the Company or any Subsidiary in trust or escrow or any other form of asset segregation. To the extent that a Participant acquires a right to receive such a cash payment under the Plan, such right shall be no greater than the right of any unsecured, general creditor of the Company.

Section 11. *Term and Duration of the Plan.* The Plan was originally effective as of January 1, 2019, and was amended and restated (effective January 1, 2024) as set forth herein upon its adoption by the Board on November 30, 2023, and will remain in effect until such time as the Plan is terminated by the Committee. Any payments pursuant to Awards outstanding upon termination of the Plan may continue to be made in accordance with the terms of the Awards, subject to the authority of the Committee pursuant to Section 3 and Section 9 of the Plan.

Section 12. *Section 409A of the Code.* With respect to Awards subject to Section 409A of the Code, the Plan is intended to comply with the requirements of Section 409A of the Code, and the provisions of the Plan and any Award shall be interpreted in a manner that satisfies the requirements of Section 409A of the Code, and the Plan shall be operated accordingly. If any provision of the Plan or any term or condition of any Award would otherwise frustrate or conflict with this intent, the provision, term or condition shall be interpreted and deemed amended so as to avoid this conflict. Notwithstanding anything in the Plan to the contrary, if the Board considers a Participant to be a "specified employee" under Section 409A of the Code at the time of such Participant's "separation from service" (as defined in Section 409A of the Code), and any amount hereunder is "deferred compensation" subject to Section 409A of the Code, any distribution of such amount that otherwise would be made to such Participant with respect to an Award as a result of such "separation from

service" shall not be made until the date that is six months after such "separation from service," except to the extent that earlier distribution would not result in such Participant's incurring interest or additional tax under Section 409A of the Code. If an Award includes a "series of installment payments" (within the meaning of Section 1.409A-2(b)(2)(iii) of the Treasury Regulations), the Participant's right to such series of installment payments shall be treated as a right to a series of separate payments and not as a right to a single payment. Notwithstanding the foregoing, the tax treatment of the benefits provided under the Plan or any Award is not warranted or guaranteed, and in no event shall the Company be liable for all or any portion of any taxes, penalties, interest or other expenses that may be incurred by any Participant on account of non-compliance with Section 409A of the Code.

Section 13. Miscellaneous.

(a) **Employment.** Nothing in the Plan will interfere with or limit in any way the right of the Company or any Subsidiary to terminate the employment or otherwise modify the terms and conditions of the employment of any Employee or Participant at any time, nor confer upon any Employee or Participant any right to continue in the employ of the Company or any Subsidiary.

(b) **Restrictions or Transfer.** Except pursuant to testamentary will or the laws of descent and as otherwise expressly permitted by the Plan, no right or interest of any Participant in an Award will be assignable or transferable, or subjected to any lien, during the lifetime of the Participant, either voluntarily or involuntarily, directly or indirectly, by operation of law or otherwise.

(c) **Governing Law.** The validity, construction, interpretation, administration, and effect of the Plan and any rules, regulations, and actions relating to the Plan will be governed by and construed exclusively in accordance with the internal, substantive laws of the State of Delaware, without regard to the conflict of law rules of the State of Delaware or any other jurisdiction.

(d) **Successors.** The Plan will be binding upon and inure to the benefit of the successors of the Company and the Participants.

Section 14. Clawback. A Participant whose negligent, intentional, or gross misconduct contributes to the Company's having to restate all or a portion of its financial statements shall immediately forfeit any portion of an Award earned in the period covered by such financial statements that would not have otherwise been earned under such restated financial statements, as determined in each case, by the Committee in good faith. The Committee shall have full authority to implement any policies and procedures necessary to comply with Section 10D of the Exchange Act and any rules promulgated thereunder and any other regulatory regimes. Notwithstanding anything to the contrary contained herein, any Awards granted under the Plan (including any amounts or benefits arising from such Awards) shall be subject to any clawback or recoupment arrangements or policies the Company has in place from time to time (including the Murphy USA Inc. Supplemental Compensation Recoupment Policy, the Murphy USA Inc. Financial Restatement Compensation Recoupment Policy and any other such policy adopted to comply with Rule 10D-1 of the Exchange Act and any related listing rules or regulations, including Section 303A.14 of the NYSE Listed Company Manual), and the Committee may, to the extent permitted, and shall, to the extent required, by applicable law, stock exchange rules or Company policy or arrangement, cancel or require forfeiture or reimbursement of any Awards granted to the Participant (and any benefits derived therefrom).

Murphy USA Inc.
List of Subsidiaries

Name of Company	State or Other Jurisdiction of Incorporation	Percentage of Voting Securities owned by Immediate Parent	
Murphy Oil USA, Inc.	Delaware	100	%
591 Beverage, Inc.	Nebraska	100	%
864 Holdings, Inc.	Delaware	100	%
864 Beverage, Inc.	Texas	100	%
Hankinson Holding, LLC	Delaware	100	%
Murphy Oil Trading Company (Eastern)	Delaware	100	%
Spur Oil Corporation	Delaware	100	%
Superior Crude Trading Company	Delaware	100	%
El Dorado Properties, LLC	Arkansas	100	%
Quick Chek Corporation	New Jersey	100	%
QuickChek Realty LLC	New Jersey	100	%
QuickChek Realty Bordentown Urban Renewal LLC	New Jersey	100	%

List of Subsidiary Guarantors and Issuers of Guaranteed Debt

As of December 31, 2023, Murphy USA, Inc. ("MUSA") and most of the subsidiaries of Murphy Oil USA, Inc. ("MOUSA") are guarantors of the senior unsecured registered notes listed below issued by MOUSA. MUSA owns, directly or indirectly, 100% of MOUSA and all of its consolidated subsidiaries.

Murphy Oil USA, Inc.
 5.625% \$300 million Senior Notes due 2027
 4.625% \$500 million Senior Notes due 2029
 3.750% \$500 million Senior Notes due 2031

Name of Company	Issuer	Guarantor
Murphy USA, Inc. (Parent)		x
Murphy Oil USA, Inc.	x	
864 Holdings, Inc.		x
864 Beverage, Inc.		x
Murphy Oil Trading Company (Eastern)		x
Spur Oil Corporation		x
Superior Crude Trading Company		x
EI Dorado Properties, LLC		x
Quick Chek Corporation		x
QuickChek Realty LLC		x
QuickChek Realty Bordentown Urban Renewal LLC		x

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the registration statements (Nos. 333-271777 and 333-191131) on Form S-8 and (No. 333-268735) on Form S-3 of our reports dated February 15, 2024, with respect to the consolidated financial statements of Murphy USA Inc. and the effectiveness of internal control over financial reporting.

/s/ KPMG LLP

Dallas, Texas
February 15, 2024

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, R. Andrew Clyde, certify that:

1. I have reviewed this annual report on Form 10-K of Murphy USA Inc;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and we have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal controls over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: February 15, 2024

/s/ R. Andrew Clyde
R. Andrew Clyde
Principal Executive Officer

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Mindy K. West, certify that:

1. I have reviewed this annual report on Form 10-K of Murphy USA Inc;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal controls over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: February 15, 2024

/s/ Mindy K. West
Mindy K. West
Principal Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Murphy USA Inc. (the "Company") on Form 10-K for the period ended December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, R. Andrew Clyde, Principal Executive Officer of the Company, certify, pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 15, 2024

/s/ R. Andrew Clyde
R. Andrew Clyde
Principal Executive Officer

Ex. 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Murphy USA Inc. (the "Company") on Form 10-K for the period ended December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mindy K. West, Principal Financial Officer of the Company, certify, pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 15, 2024

/s/ Mindy K. West
Mindy K. West
Principal Financial Officer

Ex. 32.2

MURPHY USA INC.
FINANCIAL RESTATEMENT COMPENSATION RECOUPMENT POLICY

This Murphy USA Inc. Compensation Recoupment Policy ("Policy") has been adopted by the Board of Directors (the "Board") of Murphy USA Inc. (the "Company") on August 17, 2023. This Policy provides for the recoupment of certain executive compensation in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements under U.S. federal securities laws in accordance with the terms and conditions set forth herein. This Policy is intended to comply with the requirements of Section 10D of the Exchange Act (as defined below) and Section 303A.14 of the NYSE Listed Company Manual.

1. **Definitions.** For the purposes of this Policy, the following terms shall have the meanings set forth below.

(a) **"Committee"** means the Executive Compensation Committee of the Board or any successor committee thereof. If there is no Executive Compensation Committee of the Board, references herein to the "Committee" shall refer to the Company's committee of independent directors that is responsible for executive compensation decisions, or in the absence of such a compensation committee, the independent members of the Board.

(b) **"Covered Compensation"** means any Incentive-based Compensation "received" by a Covered Executive during the applicable Recoupment Period; *provided that*:

(i) such Covered Compensation was received by such Covered Executive (A) after the Effective Date, (B) after he or she commenced service as an Executive Officer and (C) while the Company had a class of securities publicly listed on a United States national securities exchange; and

(ii) such Covered Executive served as an Executive Officer at any time during the performance period applicable to such Incentive-based Compensation.

For purposes of this Policy, Incentive-based Compensation is "received" by a Covered Executive during the fiscal period in which the Financial Reporting Measure applicable to such Incentive-based Compensation (or portion thereof) is attained, even if the payment or grant of such Incentive-based Compensation is made thereafter.

(c) **"Covered Executive"** means any current or former Executive Officer.

(d) **"Effective Date"** means the date on which Section 303A.14 of the NYSE Listed Company Manual becomes effective.

(e) **"Exchange Act"** means the U.S. Securities Exchange Act of 1934, as amended.

(f) **"Executive Officer"** means, with respect to the Company, (i) its president, (ii) its principal financial officer, (iii) its principal accounting officer (or if there is no such accounting officer, its controller), (iv) any vice-president in charge of a principal business unit, division or function (such as sales, administration or finance), (v) any other officer who performs a policy-making function for the Company (including any officer of the Company's parent(s) or subsidiaries if they perform policy-making functions for the Company), and (vi) any other person who performs similar policy-making functions for the Company. Policy-making function is not intended to include policy-making functions that are not significant. The determination as to an individual's status as an Executive Officer shall be made by the Committee and such determination shall be final, conclusive and binding on such individual and all other interested persons.

(g) **"Financial Reporting Measure"** means any (i) measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, (ii) stock price measure or (iii) total shareholder return measure (and any measures that are derived wholly or in part from any measure referenced in clause (i), (ii) or (iii) above). For the avoidance of doubt, any such measure does not need to be presented within the Company's financial statements or included in a filing with the U.S. Securities and Exchange Commission to constitute a Financial Reporting Measure.

(h) **"Financial Restatement"** means a restatement of the Company's financial statements due to the Company's material noncompliance with any financial reporting requirement under U.S. federal securities laws that is required in order to correct:

(i) an error in previously issued financial statements that is material to the previously issued financial statements; or

- (ii) an error that would result in a material misstatement if (A) the error were corrected in the current period or (B) left uncorrected in the current period.

For purposes of this Policy, a Financial Restatement shall not be deemed to occur in the event of a restatement of the Company's financial statements due to an out-of-period adjustment or a retrospective (1) application of a change in accounting principles; (2) revision to reportable segment information due to a change in the structure of the Company's internal organization; (3) reclassification due to a discontinued operation; (4) application of a change in reporting entity, such as from a reorganization of entities under common control; or (5) revision for stock splits, reverse stock splits, stock dividends or other changes in capital structure.

(j) **"Incentive-based Compensation"** means any compensation (including, for the avoidance of doubt, any cash or equity or equity-based compensation, whether deferred or current) that is granted, earned and/or vested based wholly or in part upon the achievement of a Financial Reporting Measure. For purposes of this Policy, "Incentive-based Compensation" shall also be deemed to include any amounts which were determined based on (or were otherwise calculated by reference to) Incentive-based Compensation (including, without limitation, any amounts under any long-term disability, life insurance or supplemental retirement or severance plan or agreement or any notional account that is based on Incentive-based Compensation, as well as any earnings accrued thereon).

(k) **"NYSE"** means the New York Stock Exchange, or any successor thereof.

(l) **"Recoupment Period"** means the three fiscal years completed immediately preceding the date of any applicable Recoupment Trigger Date. Notwithstanding the foregoing, the Recoupment Period additionally includes any transition period (that results from a change in the Company's fiscal year) within or immediately following those three completed fiscal years, provided that a transition period between the last day of the Company's previous fiscal year end and the first day of its new fiscal year that comprises a period of nine (9) to twelve (12) months would be deemed a completed fiscal year.

(m) **"Recoupment Trigger Date"** means the earlier of (i) the date that the Board (or a committee thereof or the officer(s) of the Company authorized to take such action if Board action is not required) concludes, or reasonably should have concluded, that the Company is required to prepare a Financial Restatement, and (ii) the date on which a court, regulator or other legally authorized body causes the Company to prepare a Financial Restatement.

2. Recoupment of Erroneously Awarded Compensation.

(a) In the event of a Financial Restatement, if the amount of any Covered Compensation received by a Covered Executive (the "**Awarded Compensation**") exceeds the amount of such Covered Compensation that would have otherwise been received by such Covered Executive if calculated based on the Financial Restatement (the "**Adjusted Compensation**"), the Company shall reasonably promptly recover from such Covered Executive an amount equal to the excess of the Awarded Compensation over the Adjusted Compensation, each calculated on a pre-tax basis (such excess amount, the "**Erroneously Awarded Compensation**"), subject to Section (2)(b) hereof.

(b) If (i) the Financial Reporting Measure applicable to the relevant Covered Compensation is stock price or total shareholder return (or any measure derived wholly or in part from either of such measures) and (ii) the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in the Financial Restatement, then the amount of Erroneously Awarded Compensation shall be determined (on a pre-tax basis) based on the Company's reasonable estimate of the effect of the Financial Restatement on the Company's stock price or total shareholder return (or the derivative measure thereof) upon which such Covered Compensation was received.

(c) For the avoidance of doubt, the Company's obligation to recover Erroneously Awarded Compensation is not dependent on (i) if or when the restated financial statements are filed; or (ii) any fault of any Covered Executive for the accounting errors or other actions leading to a Financial Restatement.

(d) Notwithstanding anything to the contrary in Sections 2(a) through (c) hereof, the Company shall not be required to recover any Erroneously Awarded Compensation if both (x) the conditions set forth in either of the following clauses (i) or (ii) are satisfied and (y) the Committee (or a majority of the independent directors serving on the Board) has determined that recovery of the Erroneously Awarded Compensation would be impracticable:

(i) the direct expense paid to a third party to assist in enforcing the recovery of the Erroneously Awarded Compensation under this Policy would exceed the amount of such Erroneously Awarded Compensation to be recovered; *provided* that, before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation pursuant to this Section 2(d), the Company

shall have first made a reasonable attempt to recover such Erroneously Awarded Compensation, document such reasonable attempt(s) to make such recovery and provide that documentation to the NYSE;

(ii) recovery of the Erroneously Awarded Compensation would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of Sections 401(a)(13) or 411(a) of the U.S. Internal Revenue Code of 1986, as amended (the "Code").

(e) The Company shall not indemnify any Covered Executive, directly or indirectly, for any losses that such Covered Executive may incur in connection with the recovery of Erroneously Awarded Compensation pursuant to this Policy, including through the payment of insurance premiums or gross-up payments.

(f) The Committee shall determine, in its sole discretion, the manner and timing in which any Erroneously Awarded Compensation shall be recovered from a Covered Executive in accordance with applicable law, including, without limitation, by (i) requiring reimbursement of Covered Compensation previously paid in cash; (ii) seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer or other disposition of any equity or equity-based awards; (iii) offsetting the Erroneously Awarded Compensation amount from any compensation otherwise owed by the Company or any of its affiliates to the Covered Executive; (iv) cancelling outstanding vested or unvested equity or equity-based awards; and/or (v) taking any other remedial and recovery action permitted by applicable law. For the avoidance of doubt, except as set forth in Section 2(d), in no event may the Company accept an amount that is less than the amount of Erroneously Awarded Compensation; *provided that*, to the extent necessary to avoid any adverse tax consequences to the Covered Executive pursuant to Section 409A of the Code, any offsets against amounts under any nonqualified deferred compensation plans (as defined under Section 409A of the Code) shall be made in compliance with Section 409A of the Code.

3. Administration. This Policy shall be administered by the Committee. All decisions of the Committee shall be final, conclusive and binding upon the Company and the Covered Executives, their beneficiaries, executors, administrators and any other legal representative. The Committee shall have full power and authority to (i) administer and interpret this Policy; (ii) correct any defect, supply any omission and reconcile any inconsistency in this Policy; and (iii) make any other determination and take any other action that the Committee deems necessary or desirable for the administration of this Policy and to comply with applicable law (including Section 10D of the Exchange Act) and applicable stock market or exchange rules and regulations. Notwithstanding anything to the contrary contained herein, to the extent permitted by Section 10D of the Exchange Act and Section 303A.14 of the NYSE Listed Company Manual, the Board may, in its sole discretion, at any time and from time to time, administer this Policy in the same manner as the Committee.

4. Amendment/Termination. Subject to Section 10D of the Exchange Act and Section 303A.14 of the NYSE Listed Company Manual, this Policy may be amended or terminated by the Committee at any time. To the extent that any applicable law, or stock market or exchange rules or regulations require recovery of Erroneously Awarded Compensation in circumstances in addition to those specified herein, nothing in this Policy shall be deemed to limit or restrict the right or obligation of the Company to recover Erroneously Awarded Compensation to the fullest extent required by such applicable law, stock market or exchange rules and regulations. Unless otherwise required by applicable law, this Policy shall no longer be effective from and after the date that the Company no longer has a class of securities publicly listed on a United States national securities exchange.

5. Interpretation. Notwithstanding anything to the contrary herein, this Policy is intended to comply with the requirements of Section 10D of the Exchange Act and Section 303A.14 of the NYSE Listed Company Manual (and any applicable regulations, administrative interpretations or stock market or exchange rules and regulations adopted in connection therewith). The provisions of this Policy shall be interpreted in a manner that satisfies such requirements and this Policy shall be operated accordingly. If any provision of this Policy would otherwise frustrate or conflict with this intent, the provision shall be interpreted and deemed amended so as to avoid such conflict.

6. Other Compensation Clawback/Recoupment Rights. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies, rights or requirements with respect to the clawback or recoupment of any compensation that may be available to the Company pursuant to the terms of any other recoupment or clawback policy of the Company (or any of its affiliates) that may be in effect from time to time, any provisions in any employment agreement, offer letter, equity plan, equity award agreement or similar plan or agreement, and any other legal remedies available to the Company, as well as applicable law, stock market or exchange rules, listing standards or regulations; *provided, however*, that any amounts recouped or clawed back under any other policy that would be recoupable under this Policy shall count toward any required clawback or recoupment under this Policy and vice versa.

7. Exempt Compensation. Notwithstanding anything to the contrary herein, the Company has no obligation to seek recoupment of amounts paid to a Covered Executive which are granted, vested or earned based solely upon the

occurrence or non-occurrence of nonfinancial events. Such exempt compensation includes, without limitation, base salary, time-vesting awards, compensation awarded on the basis of the achievement of metrics that are not Financial Reporting Measures or compensation awarded solely at the discretion of the Committee or the Board, *provided* that such amounts are in no way contingent on, and were not in any way granted on the basis of, the achievement of any Financial Reporting Measure performance goal.

8. Miscellaneous.

(a) Any applicable award agreement or other document setting forth the terms and conditions of any compensation covered by this Policy shall be deemed to include the restrictions imposed herein and incorporate this Policy by reference and, in the event of any inconsistency, the terms of this Policy will govern. For the avoidance of doubt, this Policy applies to all compensation that is received on or after the Effective Date, regardless of the date on which the award agreement or other document setting forth the terms and conditions of the Covered Executive's compensation became effective or was first granted or awarded, including, without limitation, compensation received under the Murphy USA Inc. 2023 Omnibus Incentive Plan and the Murphy USA Inc. 2013 Long-Term Incentive Plan and any successor plan to each of the foregoing.

(b) This Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives.

(c) All issues concerning the construction, validity, enforcement and interpretation of this Policy and all related documents, including, without limitation, any employment agreement, offer letter, equity award agreement or similar agreement, shall be governed by, and construed in accordance with, the laws of the State of Delaware, without giving effect to any choice of law or conflict of law rules or provisions (whether of the State of Delaware or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than the State of Delaware.

(d) The Covered Executives, their beneficiaries, executors, administrators and any other legal representative and the Company shall initially attempt to resolve all claims, disputes or controversies arising under, out of or in connection with this Policy by conducting good faith negotiations amongst themselves. To ensure the timely and economical resolution of disputes that arise in connection with this Policy, any and all disputes, claims or causes of action arising from or relating to the enforcement, performance or interpretation of this Policy shall be resolved to the fullest extent permitted by law by final, binding and confidential arbitration, by a single arbitrator, in El Dorado, Arkansas, conducted by Judicial Arbitration and Mediation Services, Inc. ("JAMS") under the JAMS Employment Arbitration Rules and Procedures in effect at the time of the dispute. To the fullest extent permitted by law, the Covered Executives, their beneficiaries, executors, administrators and any other legal representative and the Company, shall waive (and shall hereby be deemed to have waived) (1) the right to resolve any such dispute through a trial by jury or judge or administrative proceeding; and (2) any objection to arbitration taking place in El Dorado, Arkansas. The arbitrator shall: (i) have the authority to compel adequate discovery for the resolution of the dispute and to award such relief as would otherwise be permitted by law; and (ii) issue a reasoned arbitration decision, to include the arbitrator's essential findings and conclusions and a statement of the award. The arbitrator shall be authorized to award any or all remedies that any party would be entitled to seek in a court of law. Any such award rendered shall be enforceable by any court having jurisdiction and, to the fullest extent permitted by law, the Covered Executives, their beneficiaries, executors, administrators and any other legal representative and the Company shall waive (and shall hereby be deemed to have waived) the right to resolve any such dispute regarding enforcement of such award through a trial by jury.

(e) If any provision of this Policy is determined to be unenforceable or invalid under any applicable law, such provision will be applied to the maximum extent permitted by applicable law and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to any limitations required under applicable law.