
**CORPORATE GOVERNANCE GUIDELINES AND PRINCIPLES
OF
PBF ENERGY INC.**

The Board of Directors (the “Board”) of PBF Energy Inc. (the “Company”) has adopted the following Corporate Governance Guidelines and Principles (the “Guidelines”) to assist the Board in the exercise of its responsibilities and to serve the best interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s Certificate of Incorporation, Bylaws and other corporate governance documents. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate in the best interests of the Company and its stockholders or as required by applicable laws and regulations.

These Guidelines shall be made available on the Company’s website at www.pbfenergy.com and to any stockholder who otherwise requests a copy.

ARTICLE I.

RESPONSIBILITIES OF THE BOARD AND MANAGEMENT

- A. Role of the Board.** The Board is elected by and accountable to the stockholders. The Board is primarily responsible for the strategic direction, oversight and control of the management of the Company for the benefit of the stockholders. The Board must exercise sound, informed and independent business judgment.
- B. Functions of the Board.** The Board’s specific responsibilities (which may be delegated to a committee thereof) include:
- reviewing, approving and monitoring fundamental financial and business strategies and major corporate actions;
 - ensuring processes and systems of financial and internal controls and effective legal compliance and ethics programs are in place for maintaining the integrity of the Company and its relationships with other stakeholders;
 - assessing major risks facing the Company and reviewing options for their mitigation;
 - selecting, monitoring and evaluating the performance of members of the Board and its committees;
 - selecting, evaluating and compensating the Chief Executive Officer (the “CEO”) and overseeing CEO succession planning; and

- providing counsel and oversight on the selection, evaluation, development and compensation of senior management.
- C. **Role of Management.** The Board delegates to the CEO and the other executive officers the authority and responsibility for managing the business of the Company in a manner consistent with the Company’s standards and practices and in accordance with the Board’s specific plans, instructions and directions. Management must seek the continual advice and, in appropriate situations, approval of the Board with respect to the Company’s activities.
- D. **Board Self-Evaluation.** The Board and each committee should perform an annual evaluation under the direction of the Nominating and Corporate Governance Committee (the “CGC”) of its performance to determine whether it is operating effectively.
- E. **Management Succession and Annual CEO Evaluation.** The independent directors should conduct an annual review of the CEO’s performance based upon a formal evaluation process and specific written criteria determined in advance, and such review shall be communicated to the CEO by the Chairman of the Board or the Lead Director of the Board. The Board should approve and maintain a succession plan for the CEO and other senior management, based upon recommendations from senior management.

ARTICLE II.

BOARD SELECTION AND COMPOSITION

- A. **Board Size.** The Board should be of a size sufficient to reflect the size and complexity of the Company’s business and the need for diverse viewpoints. The Board believes that five to twelve members is an appropriate size of the Board based on the Company’s current state of affairs. The Board should periodically review and change its size in light of changes in the Company’s business.
- B. **Independence of Directors.** The Board believes that independent directors should constitute a majority of the Board with no more than two members of management serving on the Board at the same time. In determining the “independence” of a director, the Board must be guided by the definition of “independent director” under applicable law and the pertinent listing standards of the New York Stock Exchange (the “NYSE”).
- C. **Nomination and Selection of Directors.** The Board as a whole will be responsible for nominating individuals for election to the Board by the stockholders and for filling vacancies on the Board that may occur between annual meetings of the stockholders. The CGC will be responsible, in its sole discretion, for identifying, screening, and recommending candidates to the entire Board based upon the skills and characteristics it deems appropriate to be required for Board members in the context of the current make-up of the Board and will consider suggestions for potential directors from management, other directors or stockholders. Whether recruitment is undertaken by the CGC alone, or with the assistance of a search firm, the Board is committed to seeking women candidates and

candidates of diverse ethnic and racial backgrounds who possess the desired experience, skills and characteristics noted below.

D. The CGC is responsible for reviewing with the Board the appropriate skills and characteristics required of Directors in the context of the current composition of the Board. Candidates should have the background and experience that demonstrates an understanding of the financial and operational aspects of the Company, including the risks associated therewith. Candidates with knowledge of the energy industry are preferred. This assessment should include, but not be limited to, consideration of the following specific criteria: (i) chief executive officer or general manager experience; (ii) financial experience; (iii) current or prior board appointments; (iv) independence, as defined by applicable law, stock exchange standards and the Company's categorical standards; (v) business or professional experience; (vi) integrity and judgment; (vii) records of public service; (viii) ability to devote sufficient time to the affairs of the Company; and (ix) the current characteristics and perceived needs of the Board, including the Board's diversity, average age and breadth of skills, such as an understanding of financial statements and financial reporting systems, manufacturing processes, sustainability, technology and cybersecurity.

E. Separation of Chairman of the Board and Chief Executive Officer; Lead Director.

The Board does not have a general policy with respect to the separation of the offices of Chairman of the Board and Chief Executive Officer. The Board believes that this issue is best addressed as part of the Company's overall succession planning process, and that it is in the best interests of the Company for the Board to make any determination regarding separation of such offices upon any election of a new Chief Executive Officer or Chairman of the Board. When the Chairman is a current employee of the Company (e.g. such as when the Chief Executive Officer and Chairman positions are combined) (a "management director"), the directors that are not management directors ("non-management directors") shall consider the recommendation of the CGC with respect to the selection of "Lead Director" and elect a "Lead Director" whose name shall be disclosed in the Company's annual proxy statement and whose duties and responsibilities shall include (a) serving as a liaison between the Chairman and the non-management directors, (b) consulting with the Chairman on agendas for board meetings, (c) authority to call meetings of the non-management directors, (d) setting agendas and leading the discussion of regular "executive session" meetings of the Board outside the presence of management and providing feedback regarding these meetings to the Chairman, and (e) receiving, reviewing, and acting upon communications from stockholders or other interested parties when those interests should be addressed by a person independent of management.

F. Expectations of Individual Directors. Board members are expected to prepare for, attend and participate in all Board and applicable committee meetings. Each Board member is expected to ensure that other existing and planned future commitments, including service and leadership positions on other boards, do not materially interfere with the member's service as an outstanding director. The other commitments of each Board candidate will be considered by the CGC and the Board when reviewing such Board candidate. In connection with the Board's annual self-assessment process, the Board and the CGC will review each director's public company board leadership positions (e.g.,

board and/or committee chair positions) and outside commitments in assessing compliance with these expectations as well as the limit on the number of directorships set forth in paragraph H of this Article II.

- G. Change in Circumstances.** If a director experiences a material change in his or her business position or professional circumstances, including retirement, or a material change in his or her personal circumstances that could reasonably be expected to have an adverse effect on the director's reputation or the reputation of the Company, he or she shall promptly notify the full Board of the same and must consider whether to offer to resign from the Board as of the date of the change in professional, business or personal circumstances. Absent a written offer to resign by a director whose circumstances have changed, the CGC can take note of the changed circumstances and recommend to the Board whether to request the director's resignation.
- H. Limit on Number of Directorships.** Directors may not serve on more than four other public company boards in addition to the Board of the Company. Before accepting an invitation to serve on the board of any other public or for-profit company, a director is required to notify the Corporate Secretary who shall determine and discuss with the CGC any issues that may relate to the Company should the director accept the invitation. The CGC will advise the Board and the director of its recommendation. For purposes of this Guideline, a company and its affiliated subsidiaries will be treated as a single company.
- I. Conflicts of Interest.** Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director should immediately report the matter to the Chairman of the Board. Any significant conflict must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, the director will disclose the interest to the Board, excuse himself or herself from discussion on the matter and not vote on the matter.
- J. Interaction with Institutional Investors, the Press and Customers.** The Board believes that management speaks for the Company. Each non-management director should refer all inquiries from institutional investors, the press or customers to management. Individual non-management Board members may, from time to time at the request of the management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman of the Board or a management director. Should exceptional circumstances warrant comment from non-employee directors, the Lead Director shall speak on their behalf.
- K. Board Compensation.** The Board shall determine compensation for its non-management members on an annual basis based on recommendations of the Compensation Committee after consideration of relevant factors, including the Board compensation paid by comparable entities. Employees of the Company or any of its affiliates who are also directors will not receive additional compensation for their service on the Board. Director's fees must be the sole remuneration a non-employee member of the Board receives from the Company.

- L. **Term Limits and Retirement Policy.** The Board does not believe it should establish term limits or a rigid retirement policy for directors. While these policies potentially foster fresh ideas and viewpoints for the Board, the Board believes the disadvantages of losing the contribution of directors who over time have developed increasing insight into the Company outweigh any potential benefits.

ARTICLE III

BOARD MEETINGS AND OPERATIONS

- A. **Scheduling of Board Meetings.** The Board must have regularly scheduled periodic meetings in order to review and discuss management reports on the Company's performance, strategies, prospects and issues. Special meetings should be held as necessary.
- B. **Setting of Agenda and Advance Distribution of Board Materials.** The Chairman of the Board will set the agenda for each Board meeting after taking into account suggestions from the Chief Executive Officer or other members of the Board. The Corporate Secretary shall distribute the agenda and all other relevant information (subject to appropriate confidentiality concerns) pertaining to matters to be discussed at the upcoming Board meeting to all members of the Board sufficiently in advance of the meeting. The Board will review the Company's long-term strategic plans during at least one Board meeting each year.
- C. **Access to Management and Employees.** The Board shall have complete and unfettered access to Company management, employees (without management present) and outside advisors in order to ensure that directors can ask all questions and glean all information necessary to fulfill their duties. To the extent appropriate, directors are expected to copy the Chairman of the Board or Corporate Secretary on any written communications between a director and an officer or employee of the Company. Such communications should not be directive other than as relates to routine administrative matters.
- D. **Outside Advisors.** The Board and each Committee shall have the authority to engage outside experts, advisers and counsel to the extent it considers appropriate to assist it in its work, at the Company's expense.
- E. **Non-Management Executive Sessions.** The independent directors should meet periodically in executive sessions without management or inside directors present as a part of its routine activities and deliberations and should be encouraged to visit key Company sites and meet with local management. Each executive session of non-management directors shall include such matters as the non-management directors deem appropriate. If the Chairman does not meet the definition set forth above of "non-management director," and the Chairman is therefore absent from the executive session, no formal action of the Board shall be taken at these meetings, though the non-management directors may recommend matters for subsequent consideration by the full Board.

- F. Attendance and Director Orientation and Continuing Education.** Directors are expected to attend all scheduled Board and committee meetings and be prepared for group deliberation and discussion. Directors are encouraged to attend director orientation and continuing education programs. The Company will pay for one continuing education seminar, conference or workshop per year for each member of the Board to foster his or her education in matters pertaining to corporate governance or directors' responsibilities generally; and the Company will pay for a director's membership in an organization in order to ensure receipt of regular newsletters and access to online information resources regarding corporate governance and other matters pertinent to serving as a board member. In addition, the Company will pay all reasonable expenses for a director's participation in continuing education programs approved by the CGC.
- G. Reporting of Concerns to the Audit Committee.** The Board shall appoint the chairperson of the Audit Committee as the person to whom anyone should voice concerns about the Company's (a) conduct, (b) compliance with legal and regulatory requirements, including violations of federal securities laws or (c) accounting, internal controls and procedures or disclosure controls and procedures. The Board must adopt procedures for the receipt and handling of these concerns, which must include measures to ensure the anonymity of the person expressing the concerns and/or the confidentiality of the concerns and to prevent retaliatory or other adverse action by management.

ARTICLE IV

BOARD COMMITTEES

- A. Standing Committees.** The Board of Directors shall have an Audit Committee, a Compensation Committee, a Nominating and Corporate Governance Committee and a Health, Safety and Environmental Committee, each of which shall be composed entirely of independent directors as described above, except as otherwise permitted. In addition to satisfying the independence standards described above, each member of the Audit Committee and the Compensation Committee must satisfy the additional independence requirements under the applicable rules of the NYSE and the Securities and Exchange Commission and meet any other standards as may be prescribed by applicable law. The Board shall appoint the members of each committee and may appoint the chairperson of each committee. Each committee must have a written charter, approved by the Board, which describes the Committee's general authority and responsibilities. Each Committee will undertake an annual review of its charter, and will work with the CGC and the Board to make such revisions as are considered appropriate.
- i. **Audit Committee.** The principal duties of the Audit Committee are described in the Audit Committee Charter.
 - ii. **Compensation Committee.** The principal duties of the Compensation Committee are described in the Compensation Committee Charter.

- iii. **Nominating and Corporate Governance Committee.** The principal duties of the Nominating and Corporate Governance Committee are described in the Nominating and Corporate Governance Committee Charter.
 - iv. **Health, Safety and Environmental Committee.** The principal duties of the Health, Safety and Environmental Committee are described in the Health, Safety and Environmental Committee Charter.
- B. Additional Committees.** The Board of Directors may approve such additional committees as it deems necessary and appropriate. To the extent required by applicable law or the rules of the NYSE, such committee shall be composed entirely of independent directors, and must have a written charter, approved by the Board, which describes the Committee’s general authority and responsibilities. Each committee will undertake an annual review of its charter, and will work with the CGC and the Board to make such revisions as are considered appropriate.
- C. Code of Business Conduct and Ethics.** The Board shall approve and review annually a code of business conduct and ethics for directors, officers and employees. Any revisions to, or waivers under, the code of conduct must be reported to and approved by the Board or, if allowed by applicable stock exchange regulation, by a Board committee, and disclosed in accordance with the pertinent listing requirements of the NYSE or applicable law.
- D. Stockholder Approval Requirements.** Stockholder approval must be obtained for all equity-compensation plans, subject to certain limited exceptions, in accordance with the pertinent listing requirements of the NYSE or applicable law.
- E. Periodic Review of Guidelines.** The CGC will review these Guidelines on not less than an annual basis and recommend such changes as it may deem necessary or appropriate for approval by the Board.

Adopted Effective on April 30, 2024