

**SUBURBAN PROPANE PARTNERS, L.P.**

**CHARTER OF THE NOMINATING/GOVERNANCE COMMITTEE**

**A. Purpose**

The purpose of the Nominating/Governance Committee (the “Committee”) of the Board of Supervisors (the “Board”) of Suburban Propane Partners, L.P. (the “Partnership”) is to:

- oversee succession planning for the Board and identify individuals qualified to become Board members;
- recommend to the Board the persons to be nominated for election as Supervisors at any Tri-Annual Meeting of the Unitholders and the persons (if any) to be elected by the Board to fill any vacancies on the Board;
- develop and recommend to the Board changes to the Partnership’s Corporate Governance Guidelines & Principles and organizational documents when appropriate;
- review Unitholder proposals relating to governance matters and management’s proposed response to such proposals; and
- oversee the evaluation of the Board.

**B. Structure and Membership**

1. Number. The Committee shall consist of such number of Supervisors as the Board shall from time to time determine.
2. Independence. Except as otherwise permitted by applicable New York Stock Exchange (NYSE) rules, each member of the Committee shall be “independent” as defined by such rules.
3. Chair. Unless the Board otherwise decides, the Chairman of the Board shall serve as Chair of the Committee.
4. Selection and Removal. Members of the Committee shall be appointed by the Board. The Board may remove members of the Committee, with or without cause.

## C. Authority and Responsibilities

### **Board Membership**

1. Selection of Supervisor Nominees. Except where the Partnership may be legally required by its partnership agreement or otherwise to provide third parties with the ability to nominate Supervisors, the Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and (ii) recommending to the Board the nominees for election as Supervisors at any Tri-Annual Meeting of the Unitholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, and in accordance with the procedures therefor set forth in the Partnership's partnership agreement, the Committee shall consider candidates proposed by Unitholders. The Committee shall review and evaluate information available to it regarding candidates proposed by Unitholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates.
2. Criteria for Selecting Supervisors. The Board is responsible for approving criteria for selecting Supervisors. The Committee shall use such criteria, which are set forth in the Partnership's Corporate Governance Guidelines & Principles, to guide its Supervisor selection process.
3. Search Firms. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify Supervisor nominees, including sole authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Partnership to pay the compensation of any search firm engaged by the Committee.

### **Partnership Governance**

4. Corporate Governance Guidelines & Principles. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of the Partnership's Corporate Governance Guidelines & Principles and recommend any proposed changes to the Board for approval.
5. Organizational Documents. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of the Partnership's Limited Partnership Agreement and other organizational documents and recommend any proposed changes to the Board for approval.
6. Unitholder Proposals. The Committee shall review Unitholder proposals relating to governance matters and management's proposed response to such proposals.

### **Evaluation of the Board**

7. Evaluation of the Board. The Committee shall be responsible for overseeing an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluations, supervise the conduct of the evaluations, and prepare an assessment of the Board's

performance, to be discussed with the Board. Evaluation of the senior management of the Partnership will remain with the Compensation Committee of the Board.

### **Additional Duties**

8. Additional Duties. The Committee shall have such other duties as may be delegated from time to time by the Board.

### **D. Procedures and Administration**

1. Meetings. The Committee shall meet at such times and with such frequency as the Committee shall determine appropriate to meet its responsibilities. A majority of the members of the Committee shall constitute a quorum to transact business. Members of the Committee may participate in a meeting by means of telephone conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. The affirmative vote of a majority of the members of the Committee present at the time of such vote will be required to approve any action of the Committee. Subject to the requirements of any applicable law, regulation or NYSE rule, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Committee. Such written consent shall have the same force as a unanimous vote of the Committee.
2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.
3. Reports to the Board. The Committee shall report periodically to the Board as deemed appropriate by the Board or the Committee.
4. Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance and report on such evaluation to the Board.