



## Suncor Energy to amend Stock Option Plan

**Calgary, Alberta (April 15, 2013)** – Suncor Energy hereby provides notice that effective April 30, 2013, it will amend section 9.3 of its stock option plan such that the section will now read as follows:

### 9.3 Amendment or Discontinuance

Subject to receipt of any necessary regulatory or other approval, the Board may, without shareholder approval, at any time or from time to time, amend, suspend or terminate this Plan or the securities issued hereunder or any provisions hereof in such respects as it, in its discretion, may determine appropriate provided, however, that no amendment, suspension or termination of this Plan shall, without the consent of any Participant or the representatives of his or her estate, as applicable, materially alter or impair any rights or obligations arising from any Award previously granted to a Participant under this Plan and provided, however, that any of the following amendments will also be subject to receipt of shareholder approval:

- (i) an increase in the number of securities reserved under this Plan beyond the Plan Maximum;
- (ii) a reduction in an exercise price of Options, or cancellation and reissue of Options which benefits any Participant;
- (iii) an amendment that extends the term of an Award beyond its original Exercise Term;
- (iv) allowing Awards to be transferable or assignable other than for normal estate settlement purposes; and
- (v) any amendment that increases the maximum number of Options available for annual grants to Non-Employee Directors.

Any amendments to this Section 9.3 will be subject to receipt of shareholder approval.

In addition, Suncor will take steps to remove the ability under the stock option plan for options to be granted to non-employee directors unless shareholder approval is obtained. Suncor discontinued option grants to non-employee directors after 2008. No future stock option grants to non-employee directors are planned.

*Suncor Energy is Canada's premier integrated energy company. Suncor's operations include oil sands development and upgrading, conventional and offshore oil and gas production, petroleum refining, and product marketing under the Petro-Canada brand. While working to responsibly develop petroleum resources, Suncor is also developing a growing renewable energy portfolio. Suncor's common shares (symbol: SU) are listed on the Toronto and New York stock exchanges.*

For more information about this change, please contact Investor Relations.

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