

GETTY REALTY CORP.

Charter of the Legal Compliance Committee

Adopted February 19, 2004

This Charter of the Legal Compliance Committee was adopted by the Board of Directors (the "Board") of Getty Realty Corp. (the "Company") on February 19, 2004.

I. Designation

The Company's Audit Committee shall be the Legal Compliance Committee (the "Committee"), and the Company's General Counsel shall be the Chief Legal Officer ("CLO"), as such terms are defined in Part 205 of the rules of the SEC ("Part 205").

II. Purpose

The purpose of the Committee is to assist the Board with its oversight responsibilities regarding responding to any report of evidence of material violations of securities laws, breaches of fiduciary duty, or similar violations by the Company or any of its officers, Directors, employees or agents (a "Part 205 Report") that is submitted to the Company by any attorney appearing and practicing before the Securities and Exchange Commission (the "SEC") on behalf of the Company, pursuant to Part 205. The Committee is authorized and directed by the Board to receive and respond to Part 205 Reports as further set forth herein. The Chairman of the Company's Audit Committee shall serve as the Chairman of the Committee.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board permitted by law to be delegated to it. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

III. Meetings and Advisors

The Committee shall meet, in person or telephonically, to consider and respond to any Part 205 Report that is received, in accordance with the procedures set forth in

Section IV.2., below. Each member of the Committee understands that prompt attention must be given by the Committee to any Part 205 Report, and shall make himself or herself available for that purpose, shall notify the Chair and the CLO of any periods during which such member will be unavailable to attend meetings of the Committee if called, and shall ensure that the Chair and CLO have such information as is necessary to contact such member in the event of a Part 205 Report.

The Committee may, at its discretion, include in its meetings members of the Company's management, counsel or experts retained by the Committee, or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any non-management director that is not a member of the Committee.

The Committee may retain any counsel, experts, or advisors that the Committee believes to be necessary or appropriate. The Committee may also utilize the services of the CLO or other advisors to the Company. Notwithstanding the foregoing, the Committee shall not utilize the services of any attorney or the law firm of any attorney who reportedly participated in or otherwise may be involved in the violation that is the subject matter of the Part 205 Report. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to such counsel (the "Committee Counsel") retained by the Committee and to any advisors employed by the Committee.

IV. Powers, Responsibilities, and Procedures

1. Reports. The Committee shall direct the CLO to instruct each attorney retained or employed by the Company, who appears and practices before the SEC, regarding procedures to be followed in making a Part 205 Report. A Part 205 Report may be made to any member of the Committee, and may also be made to the CLO or CEO, who shall in turn forward such Report to the Committee. A Part 205 Report may be communicated directly to the person receiving the Report by any of the following means: in person, by telephone, by e-mail, electronically, or in writing. Each Part 205 Report shall be treated as confidential, and shall be disclosed outside the Committee only to the extent necessary to satisfy the requirements of Part 205 and this Charter.

2. Notice and Meeting. Upon receipt by any member of the Committee of a Part 205 Report, such member, if not the Chair, shall immediately forward the Report to the Chair. A member who is in receipt of information that he or she believes, but is not certain, comprises a report that is subject to Part 205 shall notify the Chair, who shall take prompt steps to determine whether the report is in fact subject to Part 205, including but not limited to making inquiries of the attorney who is the source of the report and consulting with Committee Counsel. Immediately upon receipt of a Part 205 Report, either from a reporting attorney or from another member of the Committee, the Chair shall (i) notify the CLO and chief executive officer ("CEO") of the Company of the Report and the details thereof (unless the Chair reasonably believes that it would be futile or inappropriate to do so) and (ii) call a meeting of the Committee to address the Report.

If the Chair is not available when another member receives a Part 205 Report, such member shall immediately notify the CLO and CEO (unless such member reasonably believes that it would be futile to do so) and call a meeting of the remaining members of the Committee to address such Report, which meeting shall be joined by the Chair as soon as possible.

3. Initial Review. The Committee shall conduct an initial review of each Part 205 Report to determine whether further investigation is required. In conducting the review, the Committee may consult with the CLO, CEO, other employees of the Company, Committee Counsel, or other experts or advisors as deemed appropriate by the Committee. In determining whether further investigation is required, the Committee shall take into account the nature of the evidence reported and of any material violation that may be indicated by such evidence, any additional evidence regarding the subject matter of the Report obtained by the Committee, and the advice of Committee Counsel or other experts or advisors retained by the Committee. Unless the Committee determines, by majority vote of the members of the Committee, that it reasonably believes that no material violation has occurred, the Committee shall deliver to each member of the Board of Directors of the Company a written notice of the Report and shall instruct legal counsel to conduct an investigation to determine whether a material violation indicated by the evidence reported has occurred, is ongoing, or is about to occur. When required under the circumstances, as determined by a majority vote of the Committee members present, the Committee may recommend to the Board that immediate action be taken to avoid, or to reduce the impact of, a possible material violation prior to completion of the Committee's investigation of the Part 205 Report.

4. Investigation. The nature and scope of an investigation of a Part 205 Report shall be determined by the Committee based on the nature of the evidence reported and of the material violation alleged, in consultation with the attorney charged with conducting the investigation and with Committee Counsel (if not conducting the investigation). The Committee and investigators shall also take into account the urgency of the situation with respect to the possible material violation, and shall take steps to complete the investigation as expeditiously as appropriate under the circumstances. The Committee shall be kept informed of the progress of the investigation and of any significant findings as they arise, and shall receive a report of the investigation promptly at its conclusion, which report shall include a recommendation of any remedial measures deemed by the investigating attorney to be appropriate.

5. Report and Recommendation. Following an investigation of a Part 205 Report, the Committee shall meet to review the results thereof and to determine, based on the findings and recommendations of the investigating attorney, whether a material violation has occurred, is occurring, or is likely to occur, and what remedial measures if any are appropriate. Such determination shall be made by a majority vote of the Committee members and the Committee may also consult Committee Counsel and other experts or advisors deemed appropriate by the Committee under the circumstances. If the Committee determines that there is no material violation, the Committee shall so notify the CLO, CEO, and the Board. Such determination may be based on the investigating attorney's findings or on advice by the investigating attorney that such attorney may,

consistent with his or her professional obligations, assert a colorable legal defense with respect to the evidence contained in the Part 205 Report in any investigation or judicial or administrative proceeding.

If the Committee determines that a material violation has occurred, is occurring, or is likely to occur, the Committee shall so notify the CLO, CEO, and the Board, and shall recommend appropriate measures to (i) stop material violations that are ongoing, (ii) prevent material violations that are likely to occur in the future, and (iii) remedy or otherwise address material violations that have already occurred and minimize the likelihood of their recurrence. Recommended remedial measures shall also take into account any obligations of the Company to report or disclose the circumstances of any material violation under any securities laws or other legal requirements to which the Company is subject.

6. Other Appropriate Action. In the event that the Company fails in any material respect to implement remedial measures with respect to a material violation recommended by the Committee, the Committee is authorized to take such action as it determines is appropriate under the circumstances, based on a majority vote of the members of the Committee, including but not limited to notifying the SEC.

V. Additional Responsibilities.

1. Confidentiality. The Committee shall take reasonable steps to ensure that all information regarding any Part 205 Report and any related investigation or remedial measures is treated as confidential, and that each person retained, employed, or contacted by the Committee in connection with any Part 205 Report is informed of the confidentiality of such information. Notwithstanding the foregoing, the Committee shall not be prohibited from disclosure of any information related to a Part 205 Report as required by law or as otherwise provided in this Charter.

2. Records. The Committee shall retain a written record of each Part 205 Report received by the Committee (including a written summary of any Report made orally), of the findings of the Committee's initial review of any Part 205 Report, of the reported findings of any investigation and recommendations of the investigating attorney, and of any notices and recommendations provided to the Board with respect to any Part 205 Report and any related material violation. The Committee shall also retain any other documents produced or obtained with respect to any investigation or Committee action regarding any Part 205 Report. Such documents shall be treated as confidential or privileged to the extent permitted by law, and shall be retained and disposed of in accordance with the Company's document retention policies and Part 205.

3. Annual Review. The Committee shall review the provisions of this Charter each year, and shall propose such revisions to the Board as are appropriate at the time.

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Policies and Procedures for Outside Counsel Under SEC Rule 205

Getty Realty Corp. (the "Company") has adopted the following policies and procedures for outside counsel to follow in satisfying its obligations under Part 205 of the Rules of the Securities and Exchange Commission ("SEC Rules"). These policies and procedures are intended to assist outside counsel in complying with the requirements of the SEC Rules. We expect that all outside counsel will be familiar with the terms of the SEC Rules themselves, and therefore we do not restate the rules themselves here.

- **Chief Legal Officer**

The Chief Legal Officer of the Company for purposes of the SEC Rules is the Company's General Counsel.

- **Legal Compliance Committee**

The Company has established a Legal Compliance Committee, which is a "qualified legal compliance committee" within the meaning of the SEC Rules. The Chairman of the Legal Compliance Committee of the Company for purposes of the SEC Rules is the Chairman of the Company's Audit Committee.

- **Internal Law Firm Procedures**

The Company recognizes that the SEC Rules impose obligations on individual lawyers, not law firms. Nonetheless, the Company is the client of the firm, not any individual in the firm, and therefore we view compliance with the rules by outside counsel as a responsibility of the entire firm. Therefore, we expect that before a lawyer invokes the formal reporting requirements of the SEC Rules, the law firm will engage in such internal procedures as it deems appropriate to determine that the matter in question should be reported under the SEC Rules and these policies and procedures.

- **Reporting Procedures**

All reports by an outside attorney for the Company that the attorney concludes is required to be made by § 205.3(b)(1) of the SEC Rules or these policies and procedures shall be made to the Chief Legal Officer. Alternatively, reports by an outside attorney for the Company may be made to the Chairman of the Legal Compliance Committee. No lawyer within the Company, other than the Chief Legal Officer, shall be considered a "supervisory lawyer" within the meaning of the SEC Rules with respect to outside counsel, and therefore no outside attorney should make any reports under § 205.3(b)(1) to any lawyer in the Company's Legal Department.

An outside attorney who makes a report under § 205.3(b)(1) of the SEC Rules or these policies and procedures should make the initial report to the Chief Legal Officer or the Chairman of the Legal Compliance Committee by telephone or in person. If an outside attorney reasonably believes it would be futile to make the report to the Chief Legal Officer (as contemplated by § 205.3(b)(4) of the SEC Rules), then the attorney should report the matter to the Chairman of the Legal Compliance Committee by telephone or in person. If the Chairman of the Legal Compliance Committee is unavailable, then the attorney should report the matter to another member of the Audit Committee. A reporting attorney must make sure that the person to whom he or she reports is expressly advised that the attorney is making a report under the SEC Rules.

- **Documentation**

Situations brought to the attention of the Chief Legal Officer or the Chairman of the Legal Compliance Committee are likely to be highly sensitive and often will involve difficult legal, ethical, regulatory and attorney-client privilege issues. It therefore will be important that all written documents relating to the report be accurate, complete and carefully considered. Accordingly, a reporting lawyer should obtain the guidance of the Chief Legal Officer or the Chairman of the Legal Compliance Committee before committing matters relating to the report to writing.

- **Reporting to the Legal Compliance Committee**

Any outside counsel who concludes that it is necessary to escalate the reporting of a matter to the Legal Compliance Committee, should make such report to the Chairman of the Legal Compliance Committee by telephone or in person. If it is an exigent matter and the Chairman of the Legal Compliance Committee is unavailable, then the attorney should report the matter to another member of the Legal Compliance Committee. A reporting attorney should make sure that the person to whom he or she reports is expressly advised that the attorney is making a report under the SEC Rules.

Any outside counsel who reasonably believes that he or she has not received an "appropriate response" to the report within a reasonable time from the Legal Compliance Committee should so inform the Legal Compliance Committee.

- **Law Firm Acknowledgment**

Upon request, each outside law firm engaged by the Company should be prepared to periodically acknowledge that its lawyers may be subject to the SEC Rules and confirm that the firm and its lawyers have in place policies and procedures for compliance with the SEC Rules.