

U.S. Matching Gift Program Guidelines

The ConocoPhillips Matching Gift Program encourages eligible employees, board members and retirees to become personally involved in the well-being of the communities in which they live and work by contributing to qualifying charitable organizations of their choice. The program advances substantial community investments through a collaboration among employees, retirees and the company with dollar for dollar cash matches to qualified organizations.

Online Matching Gift Program

Active employees must submit matching gift applications online through the Matching Gift Program Portal on the Company intranet. Retirees and board members may submit applications either by mail to the address listed in these guidelines or online by visiting CyberGrants at www.cybergrants.com/conocophillips/donor. Your employee or retiree ID number is required to access the online system.

Matching Gift Program Guidelines

It is the donor's responsibility to review the guidelines prior to applying for a grant. Becoming familiar with the guidelines will assure gift eligibility and that the primary purpose of this program is achieved.

These guidelines are subject to change at any time without prior notification.

ConocoPhillips reserves the right to decline requests to organizations that might represent a conflict of interest with ConocoPhillips' business interests or its reputation or relationship with others.

Matching Gift Program Guidelines

Who is eligible to participate?

- All regular full-time U.S. paid employees of ConocoPhillips Company and any of its designated U.S. affiliates or wholly owned subsidiaries who are based in the United States, and domestic employees on expatriate assignment who are paid in U.S. dollars.
- Former employees who retired from ConocoPhillips Company having met retiree eligibility requirements under their applicable retirement plan, and retired board members, who:
 - a) Are not actively employed full-time elsewhere, including self-employment, or
 - b) Are not eligible to participate in another company's Matching Gift Program offered to employees or retirees.
- Active members of the Board of Directors of ConocoPhillips.
- All decisions on the eligibility of participants are at the sole discretion of ConocoPhillips Company.

Who is not eligible to participate?

- Employees and retirees of less than 50% owned affiliates of ConocoPhillips.
- Retirees, including retired board members, who are:

- a) Actively employed full-time elsewhere, including self-employment, or
 - b) Eligible to participate in another company's matching gift program offered to employees or retirees, or
 - c) Retired from ConocoPhillips at the time of the split and began employment with Phillips 66 on or after May 1, 2012, or
 - d) Retired from Phillips 66 after May 1, 2012.
- Spouses and domestic partners and surviving spouses and domestic partners of ConocoPhillips Company employees, retirees and board members.

Which organizations qualify to receive matching funds?

- Most non-profit charitable organizations that are recognized by the U.S. Internal Revenue Service both as tax-exempt under Section 501(c)(3) of the Internal Revenue Code and as public charities.
- U.S. local and state government owned and operated entities such as public schools, publicly owned and operated museums, public libraries and zoos.
- Accredited educational institutions that are exempt from federal taxes under Section 501(c)(3) of the Internal Revenue Code.

What are the Company's matching rates and donation qualifications?

- Employees and active board members are matched \$1 for \$1 to an annual maximum match of \$10,000.
 - Eligible retirees and retired board members are matched \$1 for \$1 to an annual maximum match of \$5,000.
- Note: If an individual's gift(s) exceeds the annual maximum match amount, gifts will be matched up to the annual maximum match amount in date-of-gift order in the calendar quarter in which the match is paid.
- Each gift made must be made with personal funds of at least \$50 in the form of cash, personal check from the eligible donor's personal or joint account, credit card, or in the form of marketable securities. Securities will be valued at the average price (between the high and low quotations) on the date the gift was made.

Are there any contributions that are ineligible for matching?

We do not match any gifts:

- That result in a personal benefit or privilege to the donor, the donor's family or anyone designated by the donor, such as admission tickets, entry fees, subscriptions and membership fees.
- To organizations that do not comply with USA Patriot Act.
- Made or pledged to the United Way through a company United Way campaign. These gifts are matched as part of the campaign and fall outside of the U.S. Matching Gift program.
- To churches, mosques, synagogues or other faith-based houses of worship except accredited educational institutions meeting the criteria described above.
- To organizations having a sectarian religious cause as their primary purpose or that do not serve the community at large.
- To private or family foundations, personal trusts or political or fraternal organizations.
- To donor advised funds unless solely funded by the eligible employee, retiree or board member. Matching funds may not be used for administrative, management or other fund related fees and expenses.

- To athletic organizations such as funds, foundations, scholarships or booster clubs.
- Deferred gifts, such as charitable remainder trusts or annuity trusts or gifts of real estate, personal property, or in-kind contributions.
- Made from business accounts, a spouse's or domestic partner's individual account, or a separate foundation.

Are there additional limitations on matching?

Our program is subject to these additional restrictions:

- We match pledges after they are paid by the employee. Future pledges are not matched through the program. Payment of pledge must meet our program criteria. If an organization's program changes and is no longer eligible under the Matching Gift Program criteria, payment will not be made.
- Donations must be individual contributions provided by one participant and not a collection of pooled donations from other parties. Multiple gifts submitted on one application are not eligible for matching.
- A single contribution will only be matched by ConocoPhillips once. A ConocoPhillips employee and their ConocoPhillips employee spouse or domestic partner cannot request two matching gifts for the same donation.
- We do not provide funding to any organization that discriminates based on color, religion, sex, sexual orientation, national origin, age, disability, veteran status, gender identity or expression, genetic information or any other legally protected status.
- Intermediary organizations, including donor advised funds, and the ultimate recipient of such funds' matching gift donation, are treated as separate organizations. As such, both the intermediary organization, and the ultimate beneficiary of such fund's charitable distribution, must meet the eligibility requirements outlined above.

Is there an employee deadline for matching gifts?

Gifts are matched on a quarterly basis as shown in the table below. Confirmation for gifts made in the calendar year (January 1 through December 31) must be received by ConocoPhillips from the eligible organization by January 31 of the following year to qualify for a match.

Contribution Made	Confirmation Receipt Deadline	Gifts Matched By
01/01 - 03/31	04/30	06/15
04/01 - 06/30	07/31	09/15
07/01 - 09/30	10/31	12/15
10/01 - 12/31	01/31 (of next year)	03/15 (of next year)

Important Matching Gift Program Administrative Conditions and Disclosures

Make sure that you are familiar with these Matching Gift Program rules. Failure to abide by these rules or providing any false or misleading information in connection with a matching gift request could result in disciplinary action up to and including termination, as well as possible civil or criminal liability.

ConocoPhillips reserves the right, in its sole discretion, to discontinue funding and to demand the return of all or any portion of the matching gift grant amount and any income earned thereon if you provide us with any false or misleading information or make any misrepresentations in connection with a request for a matching gift.

ConocoPhillips is under no obligation by reason of any participant's application to the program to match funds and we reserve the right to decline to match donations to organizations that might represent a conflict of interest with ConocoPhillips' business interests or its reputation or relationship with others.

ConocoPhillips conducts random reviews of organizations receiving matching funds from our Matching Gift Program to ensure the process adheres to stated guidelines and our commitment to corporate social responsibility. Organizations selected for review will be required to provide records to verify receipt of individual donations for each participant and such other documents as we consider necessary to verify compliance with our program guidelines.

ConocoPhillips may modify, suspend or terminate the Matching Gift Program at any time without prior notice. The interpretation, application and administration of the program shall be determined by the management of ConocoPhillips' Community Relations, whose decision is final.