

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a party other than the Registrant

CHECK THE APPROPRIATE BOX:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12



(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

PAYMENT OF FILING FEE (CHECK ALL BOXES THAT APPLY):

No fee required

Fee paid previously with preliminary materials

Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

Your **Vote** Counts!

CONOCOPHILLIPS

2024 Annual Meeting
Vote by May 13, 2024
11:59 p.m. ET



16930 PARK ROW DR.
SPIRIT ONE, #15-N055
HOUSTON, TX 77084



V36599-P05561

You invested in CONOCOPHILLIPS and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material(s) for the Annual Meeting of Stockholders to be held on May 14, 2024.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 30, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

May 14, 2024
9:00 a.m. Central Time

Virtually at:
www.virtualshareholdermeeting.com/COP2024

* Many stockholder meetings have attendance requirements. Please check the meeting materials for additional special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. ELECTION OF DIRECTORS Nominees:	
1a. Dennis V. Arriola	✔ For
1b. Gay Huey Evans	✔ For
1c. Jeffrey A. Joerres	✔ For
1d. Ryan M. Lance	✔ For
1e. Timothy A. Leach	✔ For
1f. William H. McRaven	✔ For
1g. Sharmila Mulligan	✔ For
1h. Eric D. Mullins	✔ For
1i. Arjun N. Murti	✔ For
1j. Robert A. Niblock	✔ For
1k. David T. Seaton	✔ For
1l. R.A. Walker	✔ For
2. Proposal to ratify appointment of Ernst & Young LLP as ConocoPhillips' independent registered public accounting firm for 2024.	✔ For
3. Advisory Approval of Executive Compensation.	✔ For
4. Simple Majority Vote.	✔ For
5. Revisit Pay Incentives for GHG Emission Reductions.	✘ Against
6. In its discretion, upon such other matters that may properly come before the meeting or any adjournment or adjournments thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".



Annual Meeting

Join Chairman and CEO Ryan M. Lance for the virtual annual meeting of stockholders on Tuesday, May 14, 2024.

In addition to the scheduled items of business, Mr. Lance will answer questions from stockholders. Your vote and representation of shares at the meeting is important to us and to our business. Please vote right away and submit your proxy via [this website](#), by phone, or by signing, dating, and returning the proxy card you received in the mail.



Ryan M. Lance,
Chairman and CEO

STOCK INFORMATION

ANNUAL REPORT

SEC FILINGS

COMPANY REPORTS

INVESTOR PRESENTATIONS

SUSTAINABILITY

CORPORATE GOVERNANCE

SHAREHOLDER SERVICES

NEWS RELEASES

INVESTOR ALERTS

HIGHLIGHT

Attend the Virtual Annual Meeting of Stockholders

MAY 14, 2024
 9:00AM CDT

[ADD TO CALENDAR](#)

Event Details

WEBCAST LINK AVAILABLE SOON

CAST YOUR PROXY VOTE AND SUBMIT QUESTIONS PRIOR TO THE MEETING

Annual Meeting Materials

- 2024 PROXY STATEMENT (PDF)
- 2024 PROXY STATEMENT (INTERACTIVE)
- 2023 ANNUAL REPORT (PDF)
- 2023 ANNUAL REPORT (INTERACTIVE)
- SEC FILINGS

COP Stock Quote

NYSE 01/09/2024 2:39 PM EST

112.91 -1.57

Single Day High **114.50**
Single Day Low **112.25**

STOCK INFO

SUBMIT YOUR VOTE - **Vote Now**

VOTE ON CONOCOPHILLIPS PROXY PROPOSALS		BOARD RECOMMENDATION
PROPOSAL 1	Election of 12 Directors	FOR each nominee
PROPOSAL 2	Ratification of Independent Registered Public Accounting Firm	FOR
PROPOSAL 3	Advisory Approval of the Compensation of our Named Executive Officers	FOR
PROPOSAL 4	Simple Majority Vote	FOR
PROPOSAL 5	Revisit Pay Incentives for GHG Emission Reductions	AGAINST

Find out more information: [Investor Relations](#) or [Shareholder Services](#). **Sign up** for electronic delivery of future annual meeting materials to reduce our costs and impact on the environment. | [Download Adobe Acrobat Reader](#)

CONTACT INFORMATION

ConocoPhillips Board of Directors

c/o Corporate Secretary

P.O. BOX 4783, HOUSTON, TX 77210-4783

(281) 293-3030

BOARDCOMMUNICATION@COP.COM



From: SPECIMEN <id@proxymvote.com>
Sent: Friday, March 22, 2024 2:29 PM
To: Krause, Dominique
Subject: #COP24PHIL# CONOCOPHILLIPS Annual Meeting %P05561_0_0123456789012345_0000001%

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Be the vote that counts.



CONOCOPHILLIPS
2024 Annual Meeting

May 14, 2024

VOTE NOW

Why Should I Vote?

As an investor in this security, you have the right to vote on important matters. This is your opportunity to make a direct impact on your investment. Your vote counts!

Ways to Vote



ProxyVote



800.690.6903



Virtual Meeting

Important Information

For holders as of March 18, 2024

Vote Common Shares by: May 13, 2024

Control Number: 0123456789012345

The 2024 Annual Meeting of Stockholders of ConocoPhillips will be held via live webcast on May 14, 2024 at 9:00 a.m. Central Time. You may attend the virtual meeting by clicking the following link. You will also need the control number below to enter the meeting.

Attend the Virtual Meeting

<https://www.virtualshareholdermeeting.com/COP2024>

Our records indicate that either (i) you have elected to receive electronic copies of the annual meeting materials OR (ii) you are an employee stockholder to whom we may provide electronic copies of such materials. We are, therefore, pleased to provide you with these materials as well as an opportunity to vote your proxy electronically. Electronic voting is fast and simple and saves our Company money by reducing mailing and vote tabulation expenses. You can view these materials and enter your voting instructions by clicking on the

link to the voting website above. You must enter your CONTROL NUMBER to vote.

CONTROL NUMBER: 0123456789012345

You can enter your voting instructions and view the stockholder material at the following Internet site. If your browser supports secure transactions you will be automatically directed to a secure site.

<https://www.proxyvote.com>

Please note that your CONTROL NUMBER may cover shares of ConocoPhillips stock that you may own directly in registered form or through an employee plan. For most stockholders, internet voting through the voting website will be accepted until 11:59 p.m. (ET) on May 13, 2024.

If you would like to receive hard copies of the annual meeting materials, please call 1-918-661-3700. This message and any attachments are intended only for the use of the addressee and may contain information that is privileged and confidential. If the reader of the message is not the intended recipient or an authorized representative of the intended recipient, you are hereby notified that any dissemination of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by e-mail and delete the message and any attachments from your system.

This email represents the following share(s):

CONOCOPHILLIPS	123,456,789,012.00000
CONOCOPHILLIPS	123,456,789,012.00000
CONOCOPHILLIPS	123,456,789,012.00000
CONOCOPHILLIPS	123,456,789,012.00000
CONOCOPHILLIPS	123,456,789,012.00000
CONOCOPHILLIPS ESPP	123,456,789,012.00000
CONOCOPHILLIPS COMMON	123,456,789,012.00000

View documents:

[Annual Report](#) | [Notice of Meeting and Proxy Statement](#) |



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From: SPECIMEN <id@proxymvote.com>
Sent: Friday, March 22, 2024 2:31 PM
To: Krause, Dominique
Subject: #COP24ACT# CONOCOPHILLIPS Annual Meeting %Z86960_0_0123456789012345_0000001%

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Be the vote that counts.



CONOCOPHILLIPS
2024 Annual Meeting

May 14, 2024

VOTE NOW

Why Should I Vote?

As an investor in this security, you have the right to vote on important matters. This is your opportunity to make a direct impact on your investment. Your vote counts!

Ways to Vote



ProxyVote



800.690.6903



Virtual Meeting

Important Information

For holders as of March 18, 2024

Vote Plan Shares by: May 9, 2024

Control Number: 0123456789012345

The email below contains a control number which will allow you to act as a fiduciary and direct voting for unvoted shares of ConocoPhillips stock held in the ConocoPhillips Savings Plan.

The 2024 Annual Meeting of Stockholders of ConocoPhillips will be held via live webcast on May 14, 2024 at 9:00 a.m. Central Time. You may attend the virtual meeting by clicking the following link. You will also need the control number below to enter the meeting.

Attend the Virtual Meeting

<https://www.virtualshareholdermeeting.com/COP2024>

We are providing you, as an employee stockholder of our Company, with electronic copies

of the Annual Meeting materials and an opportunity to vote your proxy electronically. Electronic voting is fast and simple and reduces mailing and vote tabulation expenses. You can view these materials and enter your voting instructions by clicking on the link to the voting website below. You must enter your CONTROL NUMBER to vote.

Notice of Fiduciary Vote — As an active employee participating in the Savings Plan you may (and by voting using the control number below, you will) direct Fidelity Management Trust Company, the Trustee of the Savings Plan, to vote a pro rata portion of all shares of stock representing the interests of Savings Plan participants who fail to give voting direction to the Trustee for the May 14, 2024 Annual Meeting of Stockholders. By electing to direct the Trustee's vote of shares which do not represent your interest in the Savings Plan, you become a fiduciary of the Savings Plan for voting such shares and you must act in the best interest of all participants of the Savings Plan. Fiduciary duties are described further in the Savings Plan Summary Plan Description.

Depending on your participation in various ConocoPhillips benefit and equity compensation plans, you may receive more than one email with voting instructions. In order to vote all shares held in each of the benefit plans in which you participate, or in your personal account, you should follow the instructions contained in each communication.

CONTROL NUMBER: 0123456789012345

You can enter your voting instructions and view the stockholder material at the following Internet site. If your browser supports secure transactions you will be automatically directed to a secure site.

<https://www.proxyvote.com>

Please note that your CONTROL NUMBER may cover shares of ConocoPhillips stock that you may own directly in registered form or through an employee plan. Internet voting through the voting website will be accepted until 11:59 p.m. (ET) on May 9, 2024.

If you would like to receive hard copies of the Annual Meeting materials, please call 1-918-661-3700. This message and any attachments are intended only for the use of the addressee and may contain information that is privileged and confidential. If the reader of the message is not the intended recipient or an authorized representative of the intended recipient, you are hereby notified that any dissemination of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by email and delete the message and any attachments from your system.

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CONOCOPHILLIPS	123,456,789,012.00000
CONOCOPHILLIPS - LEVERAGED - ACTIVE	123,456,789,012.00000
CONOCOPHILLIPS - STOCK FUND - ACTIVE	123,456,789,012.00000

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From: SPECIMEN <id@proxyvote.com>
Sent: Friday, March 22, 2024 2:33 PM
To: Krause, Dominique
Subject: #COP24NON# CONOCOPHILLIPS Annual Meeting %Z86963_0_0123456789012345_0000001%

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Be the vote that counts.



CONOCOPHILLIPS
2024 Annual Meeting

May 14, 2024

VOTE NOW

Why Should I Vote?

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Ways to Vote



ProxyVote



800.690.6903



Virtual Meeting

Important Information

For holders as of March 18, 2024

Vote Plan Shares by: May 9, 2024

Control Number: 0123456789012345

This email contains a control number which will allow you to direct voting for shares of ConocoPhillips stock in the ConocoPhillips Savings Plan.

The 2024 Annual Meeting of Stockholders of ConocoPhillips will be held via live webcast on May 14, 2024 at 9:00 a.m. Central Time. You may attend the virtual meeting by clicking the following link. You will also need the control number below to enter the meeting.

Attend the Virtual Meeting

<https://www.virtualshareholdermeeting.com/COP2024>

As a participant in the Savings Plan, you may direct Fidelity Management Trust Company, the Trustee of the Savings Plan, to vote the shares of ConocoPhillips Common Stock

representing your interest as of March 18, 2024, the record date for the 2024 Annual Meeting of Stockholders. We are providing you, as an employee stockholder of our Company, with electronic copies of the Annual Meeting materials and an opportunity to vote your proxy electronically. Electronic voting is fast and simple and reduces mailing and vote tabulation expenses. You can view these materials and enter your voting instructions by clicking on the link to the voting website below. You must enter your CONTROL NUMBER to vote.

Depending on your participation in various ConocoPhillips benefit and equity compensation plans, you may receive more than one email with voting instructions. In order to vote all shares held in each of the benefit plans in which you participate, or in your personal account, you should follow the instructions contained in each communication.

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<https://www.proxyvote.com>

Please note that your CONTROL NUMBER may cover shares of ConocoPhillips stock that you may own directly in registered form or through an employee plan. Internet voting through the voting website will be accepted until 11:59 p.m. (ET) on May 9, 2024.

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CONOCOPHILLIPS	123,456,789,012.00000
CONOCOPHILLIPS	123,456,789,012.00000
CONOCOPHILLIPS - LEVERAGED INACTIVE	123,456,789,012.00000
CONOCOPHILLIPS - STOCK FUND INACTIVE	123,456,789,012.00000

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From: SPECIMEN <id@proxyvote.com>

Sent: Friday, March 22, 2024 2:34 PM

To: Krause, Dominique

Subject: #COP24INT# CONOCOPHILLIPS Annual Meeting %Z86962_0_0123456789012345_0000001%

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Be the vote that counts.



CONOCOPHILLIPS
2024 Annual Meeting

May 14, 2024

VOTE NOW

Why Should I Vote?

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Ways to Vote



ProxyVote



800.690.6903



Virtual Meeting

Important Information

For holders as of March 18, 2024

Vote Plan Shares by: May 7, 2024

Control Number: 0123456789012345

The 2024 Annual Meeting of Stockholders of ConocoPhillips will be held via live webcast on May 14, 2024 at 9:00 a.m. Central Time. You may attend the virtual meeting by clicking the following link. You will also need the control number below to enter the meeting.

Attend the Virtual Meeting

<https://www.virtualshareholdermeeting.com/COP2024>

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expenses. You can view these materials and enter your voting instructions by clicking on the link to the voting website below. You must enter your CONTROL NUMBER to vote.

CONTROL NUMBER: 0123456789012345

You can enter your voting instructions and view the stockholder material at the following Internet site. If your browser supports secure transactions you will be automatically directed to a secure site.

<https://www.proxyvote.com>

Voting will be accepted until 11:59 p.m. (ET) on May 7, 2024.

If you would like to receive hard copies of the Annual Meeting materials, please call 1-918-661-3700. This message and any attachments are intended only for the use of the addressee and may contain information that is privileged and confidential. If the reader of the message is not the intended recipient or an authorized representative of the intended recipient, you are hereby notified that any dissemination of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by email and delete the message and any attachments from your system.

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CONOCOPHILLIPS - SHARE INCENTIVE PLAN	123,456,789,012.00000
CONOCOPHILLIPS - AUSTRALIA SHARES	123,456,789,012.00000
CONOCOPHILLIPS - NORWAY SHARES	123,456,789,012.00000
CONOCOPHILLIPS - SPA	123,456,789,012.00000
CONOCOPHILLIPS - SPA P66 SHARES	123,456,789,012.00000
CONOCOPHILLIPS	123,456,789,012.00000
CONOCOPHILLIPS	123,456,789,012.00000
CONOCOPHILLIPS	123,456,789,012.00000
CONOCOPHILLIPS	123,456,789,012.00000

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