

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



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

Your **Vote** Counts!

CONOCOPHILLIPS

2023 Annual Meeting

Vote by May 15, 2023
11:59 p.m. ET



V02655-P89908

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 for the Annual Meeting of Stockholders to be held on May 16, 2023.**

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 May 2, 2023. 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.

Shareholder Meeting Registration:

To vote and/or register to attend the meeting, go to the "Attend a Meeting" link at www.proxyvote.com.



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 in Person at the Meeting*

May 16, 2023
9:00 a.m. Central Time

The Hyatt Regency Houston West
13210 Katy Freeway
Houston, Texas 77079

*An admission ticket is required if you plan to attend the Annual Meeting in person. To obtain an admission ticket, go to www.ProxyVote.com, select "Attend a Meeting" and follow the instructions provided. The deadline to register for the Annual Meeting and obtain an admission ticket is 5:00 p.m. Central Time on May 10, 2023. Please check the meeting materials for additional special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

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. Jody Freeman	✔ For
1c. Gay Huey Evans	✔ For
1d. Jeffrey A. Joerres	✔ For
1e. Ryan M. Lance	✔ For
1f. Timothy A. Leach	✔ For
1g. William H. McRaven	✔ For
1h. Sharmila Mulligan	✔ For
1i. Eric D. Mullins	✔ For
1j. Arjun N. Murti	✔ For
1k. Robert A. Niblock	✔ For
1l. David T. Seaton	✔ For
1m. R.A. Walker	✔ For
2. Proposal to ratify appointment of Ernst & Young LLP as ConocoPhillips' independent registered public accounting firm for 2023.	✔ For
3. Advisory Approval of Executive Compensation.	✔ For
4. Advisory Vote on Frequency of Advisory Vote on Executive Compensation.	None
5. Adoption of Amended and Restated Certificate of Incorporation on Right to Call Special Meeting.	✔ For
6. Approval of 2023 Omnibus Stock and Performance Incentive Plan of ConocoPhillips.	✔ For
7. Independent Board Chairman.	✘ Against
8. Share Retention Until Retirement.	✘ Against
9. Report on Tax Payments.	✘ Against
10. Report on Lobbying Activities.	✘ Against
11. 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 "Sign up for E-delivery".



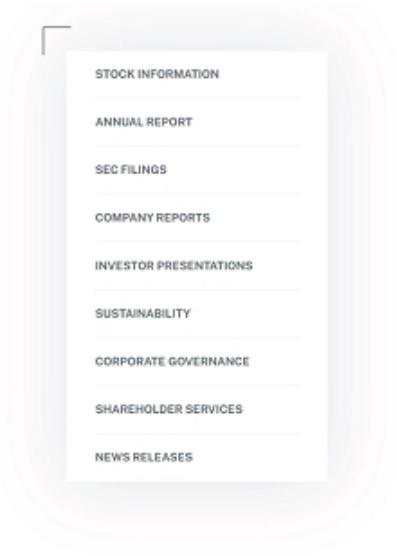
Annual Meeting

Join Chairman and CEO Ryan M. Lance for the annual meeting of stockholders on Tuesday, May 16, 2023.



Ryan M. Lance, Chairman and CEO

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.



An admission ticket is required if you plan to attend the Annual Meeting in person. To obtain an admission ticket, go to www.proxyvote.com and access "Register for Meeting" and follow the instructions provided.

The deadline to register for the Annual Meeting and obtain an admission ticket is 5:00 p.m. Central Time on May 10, 2023.

HIGHLIGHT

Annual Meeting of Stockholders

MAY 16, 2023

9:00AM CDT

HYATT REGENCY HOUSTON WEST
13210 KATY FREEWAY
HOUSTON, TEXAS
77079

[ADD TO CALENDAR](#)

Event Details

REGISTER FOR THE WEBCAST

CAST YOUR PROXY VOTE AND SUBMIT QUESTIONS PRIOR TO THE MEETING

Annual Meeting Materials

2023 PROXY STATEMENT (PDF)

2023 PROXY STATEMENT (INTERACTIVE)

2022 ANNUAL REPORT (PDF)

2022 ANNUAL REPORT (INTERACTIVE)

SEC FILINGS

COP Stock Quote

NYSE 01/13/2023 4:10 PM EST

121.35 1.31

Single Day High **121.95**

Single Day Low **118.51**

STOCK INFO

SUBMIT YOUR VOTE - **Vote Now**


VOTE ON CONOCOPHILLIPS PROXY PROPOSALS		BOARD RECOMMENDATION
PROPOSAL 1	Election of 13 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	Advisory Vote on Frequency of Advisory Vote on Executive Compensation	Board expects to hold say-on-pay votes in accordance with the alternative that receives the most stockholder support
PROPOSAL 5	Adoption of Amended and Restated Certificate of Incorporation to Provide Stockholders with the Right to Call a Special Meeting	FOR
PROPOSAL 6	Approval of 2023 Omnibus Stock and Performance Incentive Plan of ConocoPhillips	FOR
PROPOSAL 7	Stockholder Proposal – Independent Board Chairman	AGAINST
PROPOSAL 8	Stockholder Proposal – Share Retention Until Retirement	AGAINST
PROPOSAL 9	Stockholder Proposal – Report on Tax Payments	AGAINST
PROPOSAL 10	Stockholder Proposal – Report on Lobbying Activities	AGAINST

CONTACT INFORMATION

ConocoPhillips Board of Directors

c/o Corporate Secretary

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

 [\(281\) 293-3030](tel:(281)293-3030)



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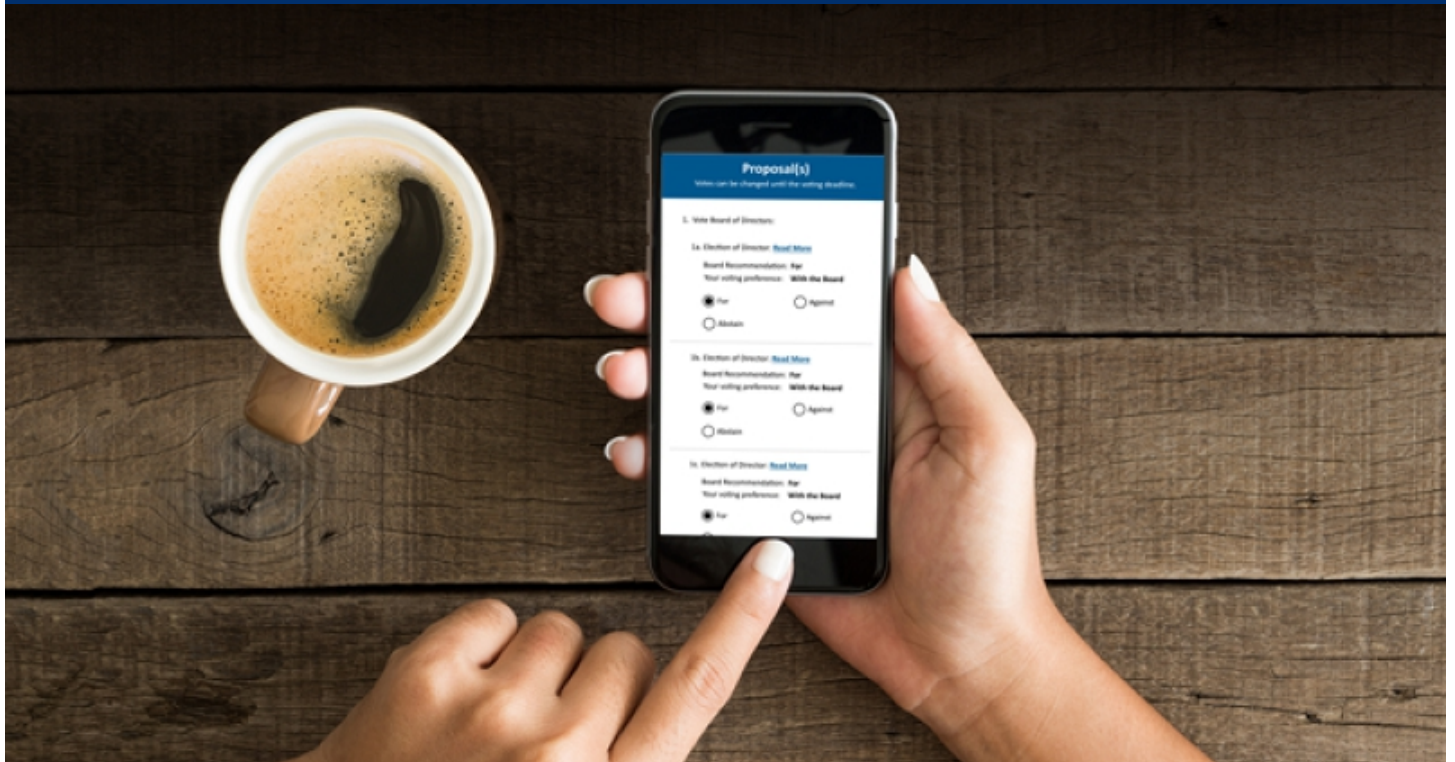
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From: SPECIMEN <id@proxyvote.com>
Sent: Monday, March 20, 2023 7:50 PM
To: Krause, Dominique
Subject: #COP23PHIL# CONOCOPHILLIPS Annual Meeting %P89908_0_0123456789012345_0000001%

EXTERNAL EMAIL



Be the vote that counts.



CONOCOPHILLIPS

2023 Annual Meeting

May 16, 2023

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

Important Information

For holders as of March 20, 2023

Vote Common Shares by: May 15, 2023

Control Number: 0123456789012345

The 2023 Annual Meeting of Stockholders of ConocoPhillips will be held on May 16, 2023 at 9:00 a.m. Central Time at the Hyatt Regency Houston West, 13210 Katy Freeway, Houston, Texas.

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 15, 2023.

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):

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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:

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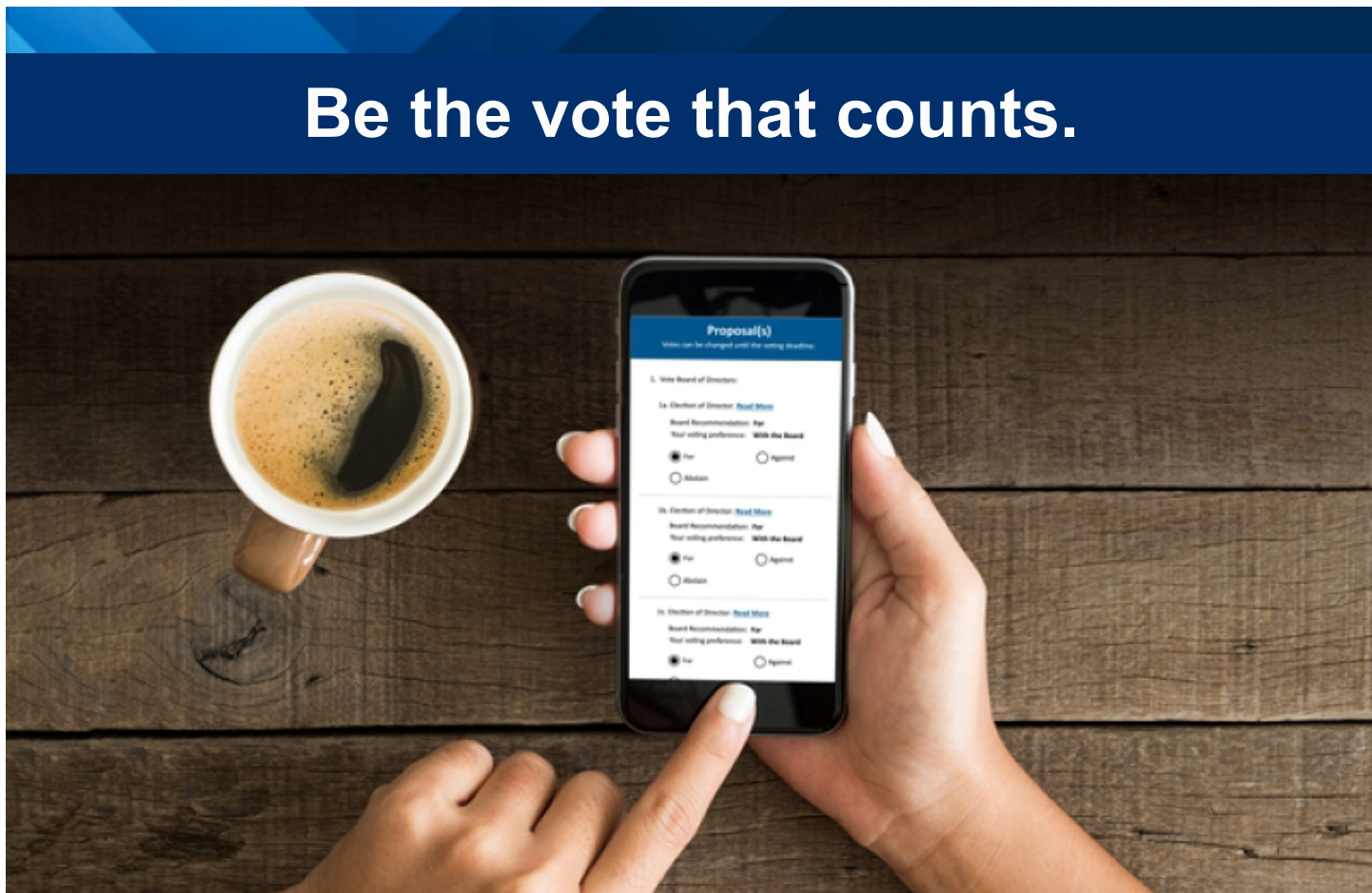
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From: SPECIMEN <id@proxyvote.com>
Sent: Monday, March 20, 2023 7:51 PM
To: Krause, Dominique
Subject: #COP23ACT# CONOCOPHILLIPS Annual Meeting %Z84613_0_0123456789012345_0000001%

EXTERNAL EMAIL



Be the vote that counts.



CONOCOPHILLIPS

2023 Annual Meeting

May 16, 2023

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

Important Information

For holders as of March 20, 2023

Control Number: 0123456789012345

Vote Plan Shares by: May 11, 2023

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 2023 Annual Meeting of Stockholders of ConocoPhillips will be held on May 16, 2023 at 9:00 a.m. Central Time at the Hyatt Regency Houston West, 13210 Katy Freeway, Houston, Texas.

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 16, 2023 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 11, 2023.

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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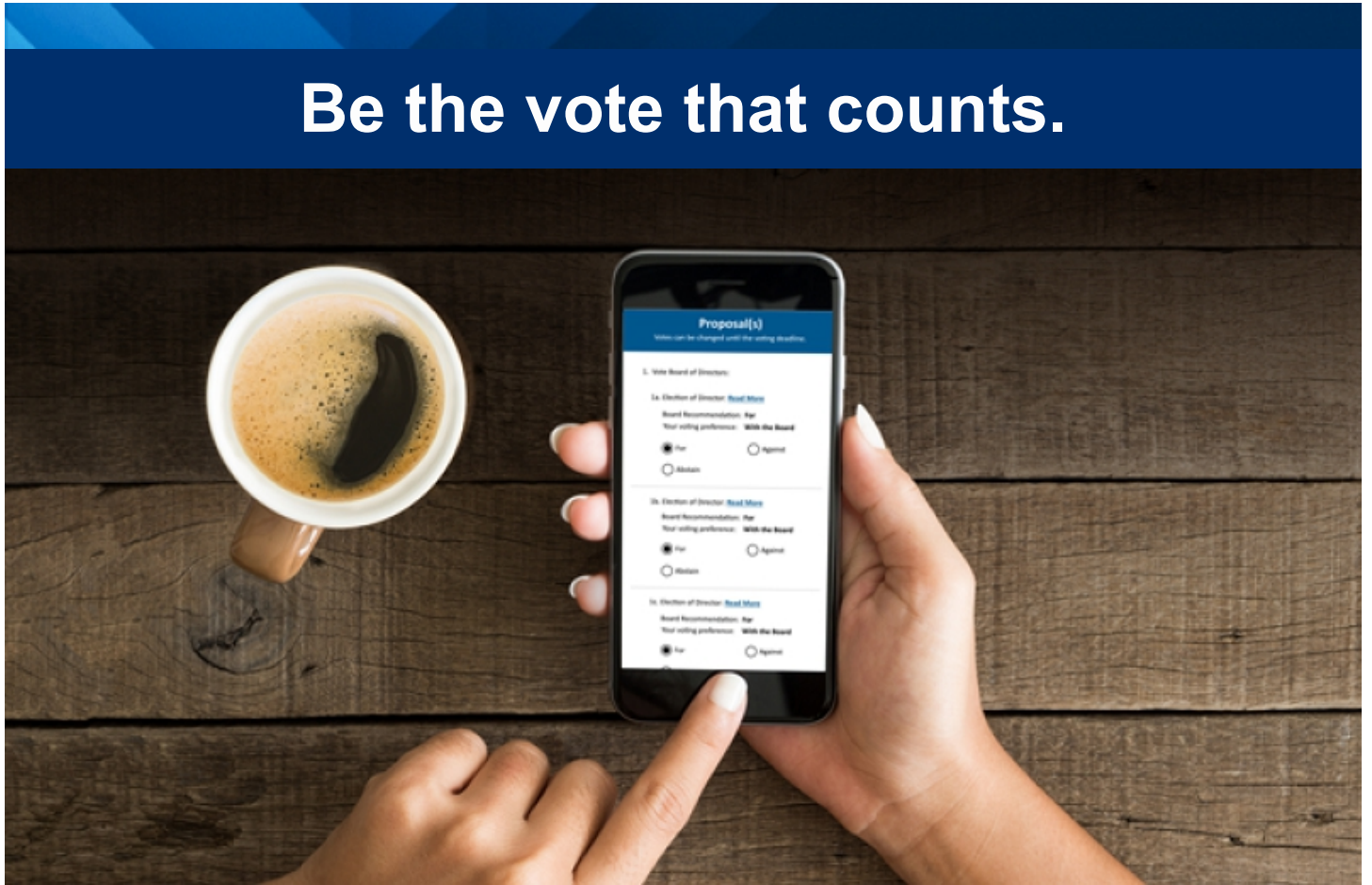
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From: SPECIMEN <id@proxyvote.com>
Sent: Monday, March 20, 2023 7:53 PM
To: Krause, Dominique
Subject: #COP23NON# CONOCOPHILLIPS Annual Meeting %Z84616_0_0123456789012345_0000001%

EXTERNAL EMAIL



Be the vote that counts.



CONOCOPHILLIPS

2023 Annual Meeting

May 16, 2023

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

Important Information

For holders as of March 20, 2023

Control Number: 0123456789012345

Vote Plan Shares by: May 11, 2023

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

The 2023 Annual Meeting of Stockholders of ConocoPhillips will be held on May 16, 2023 at 9:00 a.m. Central Time at the Hyatt Regency Houston West, 13210 Katy Freeway, Houston, Texas.

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 20, 2023, the record date for the 2023 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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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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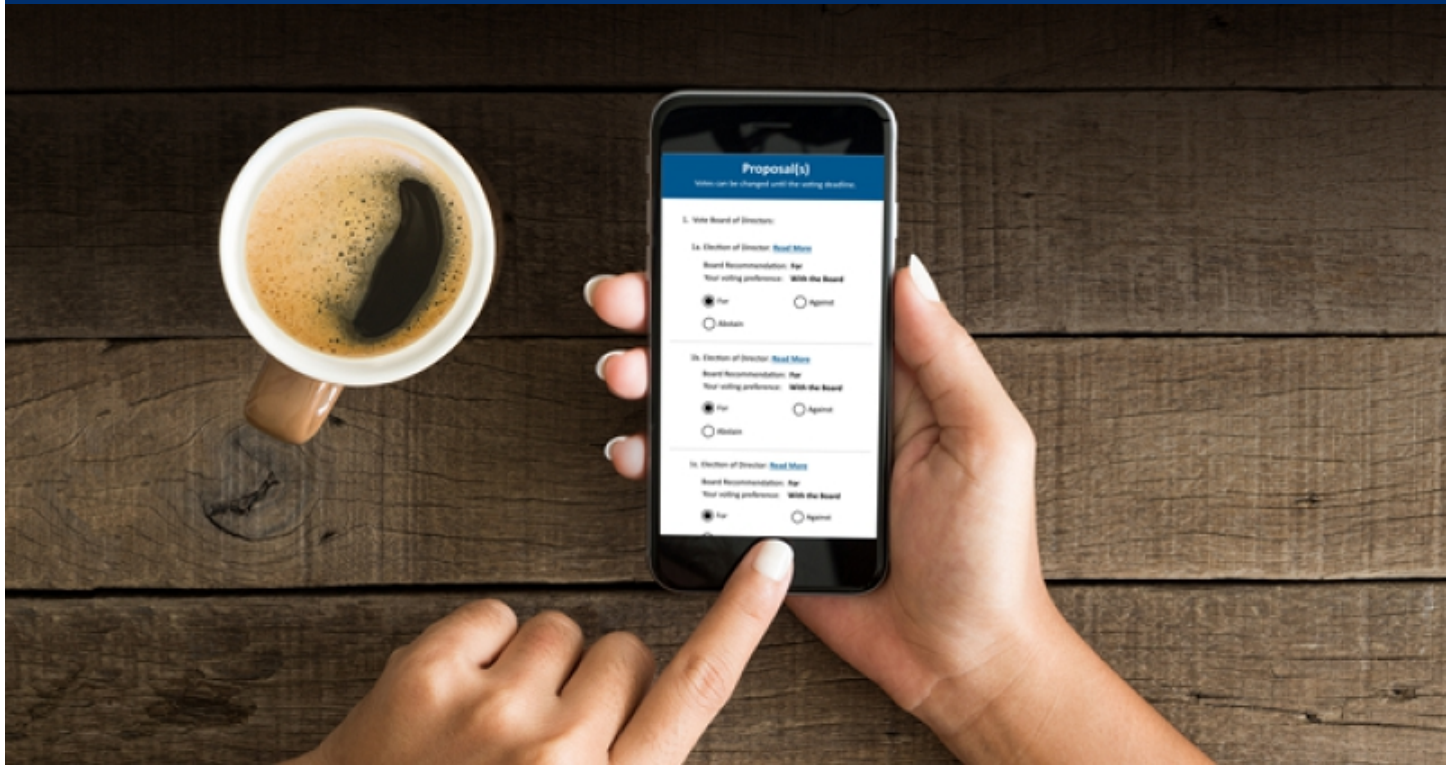
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From: SPECIMEN <id@proxyvote.com>
Sent: Monday, March 06, 2023 5:13 PM
To: Krause, Dominique
Subject: #COP23INT# CONOCOPHILLIPS Annual Meeting %Z84615_0_0123456789012345_0000001%

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Be the vote that counts.



CONOCOPHILLIPS

2023 Annual Meeting

May 16, 2023

VOTE NOW

Why Should I Vote?

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Ways to Vote



ProxyVote



800.690.6903

Important Information

For holders as of March 20, 2023

Control Number: 0123456789012345

Vote Plan Shares by: May 9, 2023

The 2023 Annual Meeting of Stockholders of ConocoPhillips will be held on May 16, 2023 at 9:00 a.m. Central Time at the Hyatt Regency Houston West, 13210 Katy Freeway, Houston, Texas.

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 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 9, 2023.

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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