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

# FORM 8-K

#### **CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): October 31, 2024

# **ConocoPhillips**

(Exact name of registrant as specified in its charter)

Delaware	001-32395	01-0562944
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
incorporation,	The Numbery	identification No.,

925 N. Eldridge Parkway Houston, Texas 77079

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (281) 293-1000

Theck the appropriate box below if the Form 8-K for provisions:	filing is intended to simultaneously satisfy t	the filing obligation of the registrant under any of the following
$\Box$ Written communications pursuant to Rule 425 $f u$	under the Securities Act (17 CFR 230.425)	
$\square$ Soliciting material pursuant to Rule 14a-12 unde	er the Exchange Act (17 CFR 240.14a-12)	
$\Box$ Pre-commencement communications pursuant	to Rule 14d-2(b) under the Exchange Act (1	7 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant	to Rule 13e-4(c) under the Exchange Act (17	7 CFR 240.13e-4(c))
Securities registered pursuant to Section 12(b) of the		
Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.01 Par Value	СОР	New York Stock Exchange
7% Debentures due 2029	CUSIP-718507BK1	New York Stock Exchange
or Rule 12b-2 of the Securities Exchange Act of 1930 Emerging growth company $\Box$	34 (§240.12b-2 of this chapter).	Rule 405 of the Securities Act of 1933 (§230.405 of this chapter)
f an emerging growth company, indicate by check evised financial accounting standards provided pu		be the extended transition period for complying with any new or . $\Box$

# Item 2.02 Results of Operations and Financial Condition.

On October 31, 2024, ConocoPhillips issued a press release announcing the company's financial and operating results for the quarter ended September 30, 2024. A copy of the press release is furnished as Exhibit 99.1 hereto and incorporated herein by reference. Additional financial and operating information about the quarter is furnished as Exhibit 99.2 hereto and incorporated herein by reference.

# Item 9.01 Financial Statements and Exhibits.

# (d) Exhibits

Exhibit No.	Description
<u>99.1</u>	<ul> <li>Press release issued by ConocoPhillips on October 31, 2024.</li> </ul>
99.2	<ul> <li>Supplemental financial information.</li> </ul>
104	<ul> <li>Cover Page Interactive Data File (formatted as Inline XBRL and filed herewith).</li> </ul>

# **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

# **CONOCOPHILLIPS**

	/s/ Christopher P. Delk
•	Christopher P. Delk
V	ice President, Controller and General Tax Counsel

October 31, 2024

# ConocoPhillips announces third-quarter 2024 results, increases quarterly ordinary dividend and existing share repurchase authorization

- Reported third-quarter 2024 earnings per share of \$1.76 and adjusted earnings per share of \$1.78.
- Generated cash provided by operating activities of \$5.8 billion and cash from operations (CFO) of \$4.7 billion.
- Raised ordinary dividend by 34% to \$0.78 per share and increased existing share repurchase authorization by up to \$20 billion.

HOUSTON—Oct. 31, 2024—ConocoPhillips (NYSE: COP) today reported third-quarter 2024 earnings of \$2.1 billion, or \$1.76 per share, compared with third-quarter 2023 earnings of \$2.8 billion, or \$2.32 per share. Excluding special items, third-quarter 2024 adjusted earnings were \$2.1 billion, or \$1.78 per share, compared with third-quarter 2023 adjusted earnings of \$2.6 billion, or \$2.16 per share.

"ConocoPhillips continues to demonstrate strong operational performance, surpassing the high end of our production guidance during the quarter, while executing on our returns-focused value proposition. We are also raising our ordinary dividend, increasing our share repurchase authorization and are on track to distribute at least \$9 billion to shareholders for 2024," said Ryan Lance, chairman and chief executive officer. "We still anticipate closing the planned acquisition of Marathon Oil this quarter and expect to significantly exceed our initial \$500 million synergy guidance."

#### Third-quarter highlights and recent announcements

- Delivered total company production of 1,917 thousand barrels of oil equivalent per day (MBOED).
- Achieved record Lower 48 production of 1,147 MBOED, including 781 MBOED from the Permian, 246 MBOED from the Eagle Ford and 107 MBOED from the Bakken.
- Successfully completed planned turnarounds, primarily in Canada and the Lower 48.
- Exercised preferential rights and signed an agreement to acquire additional working interests in the Kuparuk River and Prudhoe Bay units in Alaska for approximately \$300 million, with expected close by year-end, subject to customary closing conditions.
- Distributed \$2.1 billion to shareholders, including \$1.2 billion through share repurchases and \$0.9 billion through the ordinary dividend and variable return of cash (VROC).
- Ended the quarter with cash and short-term investments of \$7.1 billion and long-term investments of \$1.0 billion.

# Quarterly dividend and share repurchase authorization increase

ConocoPhillips declared a fourth-quarter ordinary dividend of \$0.78 per share payable Dec. 2, 2024, to stockholders of record at the close of business on Nov. 11, 2024.

The Board of Directors approved an increase to the company's existing share repurchase authorization by up to \$20 billion.

#### **Third-quarter review**

Production for the third quarter of 2024 was 1,917 MBOED, an increase of 111 MBOED from the same period a year ago. After adjusting for closed acquisitions and dispositions, third-quarter 2024 production increased 47 MBOED or 3% from the same period a year ago.

Earnings and adjusted earnings decreased from the third quarter of 2023 primarily due to the impact from lower prices. The company's total average realized price was \$54.18 per BOE, 10% lower than the \$60.05 per BOE realized in the third quarter of 2023.

For the quarter, cash provided by operating activities was \$5.8 billion. Excluding a \$1.0 billion change in working capital, ConocoPhillips generated CFO of over \$4.7 billion. The company funded \$2.9 billion of capital expenditures and investments, repurchased \$1.2 billion of shares and paid \$0.9 billion in ordinary dividends and VROC.

#### Nine-month review

ConocoPhillips' nine-month 2024 earnings were \$6.9 billion, or \$5.91 per share, compared with nine-month 2023 earnings of \$8.0 billion, or \$6.54 per share. Nine-month 2024 adjusted earnings were \$6.8 billion, or \$5.80 per share, compared with nine-month 2023 adjusted earnings of \$7.8 billion, or \$6.38 per share.

Production for the first nine months of 2024 was 1,921 MBOED, an increase of 120 MBOED from the same period a year ago. After adjusting for closed acquisitions and dispositions, production increased 55 MBOED or 3% from the same period a year ago.

The company's total realized price during this period was \$55.77 per BOE, 5% lower than the \$58.45 per BOE realized in the first nine months of 2023.

In the first nine months of 2024, cash provided by operating activities was \$15.7 billion. Excluding a \$0.8 billion change in working capital, ConocoPhillips generated CFO of \$14.9 billion and received disposition proceeds of \$0.2 billion. The company funded \$8.8 billion of capital expenditures and investments, repurchased \$3.5 billion of shares, paid \$2.7 billion in ordinary dividends and VROC and retired debt of \$0.5 billion at maturity.

#### **Outlook**

Fourth-quarter 2024 production is expected to be 1.99 to 2.03 million barrels of oil equivalent per day (MMBOED). Full-year production is expected to be approximately 1.94 to 1.95 MMBOED, as compared to prior guidance of 1.93 to 1.94 MMBOED.

All other guidance remains unchanged. Guidance excludes any impact from previously announced transactions.

ConocoPhillips will host a conference call today at 12:00 p.m. Eastern time to discuss this announcement. To listen to the call and view related presentation materials and supplemental information, go to www.conocophillips.com/investor. A recording and transcript of the call will be posted afterward.

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#### **About ConocoPhillips**

ConocoPhillips is one of the world's leading exploration and production companies based on both production and reserves, with a globally diversified asset portfolio. Headquartered in Houston, Texas, ConocoPhillips had operations and activities in 13 countries, \$97 billion of total assets, and approximately 10,300 employees at Sept. 30, 2024. Production averaged 1,921 MBOED for the nine months ended Sept. 30, 2024, and proved reserves were 6.8 BBOE as of Dec. 31, 2023.

For more information, go to www.conocophillips.com.

#### **Contacts**

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#### CAUTIONARY STATEMENT FOR THE PURPOSES OF THE "SAFE HARBOR" PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This news release contains forward-looking statements as defined under the federal securities laws. Forward-looking statements relate to future events, plans and anticipated results of operations, business strategies, and other aspects of our operations or operating results. Words and phrases such as "ambition," "anticipate," "believe," "budget," "continue," "could," "effort," "estimate," "expect," "forecast," "goal," "guidance," "intend," "may," "objective," "outlook," "plan," "potential," "predict," "projection," "seek," "should," "target," "will," "would," and other similar words can be used to identify forward-looking statements. However, the absence of these words does not mean that the statements are not forward-looking. Where, in any forward-looking statement, the company expresses an expectation or belief as to future results, such expectation or belief is expressed in good faith and believed to be reasonable at the time such forward-looking statement is made. However, these statements are not guarantees of future performance and involve certain risks, uncertainties and other factors beyond our control. Therefore, actual outcomes and results may differ materially from what is expressed or forecast in the forward-looking statements. Factors that could cause actual results or events to differ materially from what is presented include changes in commodity prices, including a prolonged decline in these prices relative to historical or future expected levels; global and regional changes in the demand, supply, prices, differentials or other market conditions affecting oil and gas, including changes resulting from any ongoing military conflict, including the conflicts in Ukraine and the Middle East, and the global response to such conflict, security threats on facilities and infrastructure, or from a public health crisis or from the imposition or lifting of crude oil production quotas or other actions that might be imposed by OPEC and other producing countries and the resulting company or third-party actions in response to such changes; insufficient liquidity or other factors, such as those listed herein, that could impact our ability to repurchase shares and declare and pay dividends such that we suspend our share repurchase program and reduce, suspend, or totally eliminate dividend payments in the future, whether variable or fixed; changes in expected levels of oil and gas reserves or production; potential failures or delays in achieving expected reserve or production levels from existing and future oil and gas developments, including due to operating hazards, drilling risks or unsuccessful exploratory activities; unexpected cost increases, inflationary pressures or technical difficulties in constructing, maintaining or modifying company facilities; legislative and regulatory initiatives addressing global climate change or other environmental concerns; public health crises, including pandemics (such as COVID-19) and epidemics and any impacts or related company or government policies or actions; investment in and development of competing or alternative energy sources; potential failures or delays in delivering on our current or future low-carbon strategy, including our inability to develop new technologies; disruptions or interruptions impacting the transportation for our oil and gas production; international monetary conditions and exchange rate fluctuations; changes in international trade relationships or governmental policies, including the imposition of price caps, or the imposition of trade restrictions or tariffs on any materials or products (such as aluminum and steel) used in the operation of our business, including any sanctions imposed as a result of any ongoing military conflict, including the conflicts in Ukraine and the Middle East; our ability to collect payments when due, including our ability to collect payments from the government of Venezuela or PDVSA; our ability to complete the proposed acquisition of Marathon Oil Corporation (Marathon Oil) or any other announced or any other future dispositions or acquisitions on time, if at all; the possibility that regulatory approvals, consents or authorizations for the Marathon Oil acquisition or any other announced or any other future dispositions or acquisitions will not be received on a timely basis, if at all, or that such approvals may be subject to conditions neither we nor Marathon Oil anticipated or may require modification to the terms of the transactions or our remaining business; business disruptions relating to the Marathon Oil acquisition or following any other announced or other future dispositions or acquisitions, including the diversion of management time and attention; the ability to deploy net proceeds from our announced or any future dispositions in the manner and timeframe we anticipate, if at all, the receipt of other requisite approvals for the Marathon Oil acquisition, the satisfaction of other closing conditions on a timely basis or at all or the failure of the Marathon Oil acquisition to close for any other reason or to close on anticipated terms; our ability to successfully integrate Marathon Oil's business and technologies, which may result in the combined company not operating as effectively and efficiently as expected; our ability to achieve the expected benefits and synergies from the Marathon Oil acquisition in a timely manner, or at all; potential liability for remedial actions under existing or future environmental regulations; potential liability resulting from pending or future litigation, including litigation related directly or indirectly to our transaction with Concho Resources Inc.; the impact of competition and consolidation in the oil and gas industry; limited access to capital or insurance or significantly higher cost of capital or insurance related to illiquidity or uncertainty in the domestic or international financial markets or investor sentiment; general domestic and international economic and political conditions or developments, including as a result of any ongoing military conflict, including the conflicts in Ukraine and the Middle East; changes in fiscal regime or tax, environmental and other laws applicable to our business; and disruptions resulting from accidents, extraordinary weather events, civil unrest, political events, war, terrorism, cybersecurity threats or information technology failures, constraints or disruptions; and other economic, business, competitive and/or regulatory factors affecting our business generally as set forth in our filings with the Securities and Exchange Commission. Unless legally

required, ConocoPhillips expressly disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Cautionary Note to U.S. Investors – The SEC permits oil and gas companies, in their filings with the SEC, to disclose only proved, probable and possible reserves. We may use the term "resource" in this news release that the SEC's guidelines prohibit us from including in filings with the SEC. U.S. investors are urged to consider closely the oil and gas disclosures in our Form 10-K and other reports and filings with the SEC. Copies are available from the SEC and from the ConocoPhillips website.

**Use of Non-GAAP Financial Information** – To supplement the presentation of the company's financial results prepared in accordance with U.S. generally accepted accounting principles (GAAP), this news release and the accompanying supplemental financial information contain certain financial measures that are not prepared in accordance with GAAP, including adjusted earnings (calculated on a consolidated and on a segment-level basis), adjusted earnings per share (EPS), and cash from operations (CFO).

The company believes that the non-GAAP measure adjusted earnings (both on an aggregate and a per-share basis) is useful to investors to help facilitate comparisons of the company's operating performance associated with the company's core business operations across periods on a consistent basis and with the performance and cost structures of peer companies by excluding items that do not directly relate to the company's core business operations. Adjusted earnings is defined as earnings removing the impact of special items. Adjusted EPS is a measure of the company's diluted net earnings per share excluding special items. The company further believes that the non-GAAP measure CFO is useful to investors to help understand changes in cash provided by operating activities excluding the timing effects associated with operating working capital changes across periods on a consistent basis and with the performance of peer companies. The company believes that the above-mentioned non-GAAP measures, when viewed in combination with the company's results prepared in accordance with GAAP, provides a more complete understanding of the factors and trends affecting the company's business and performance. The company's operating performance across periods when overseeing and managing the company's business.

Each of the non-GAAP measures included in this news release and the accompanying supplemental financial information has limitations as an analytical tool and should not be considered in isolation or as a substitute for an analysis of the company's results calculated in accordance with GAAP. In addition, because not all companies use identical calculations, the company's presentation of non-GAAP measures in this news release and the accompanying supplemental financial information may not be comparable to similarly titled measures disclosed by other companies, including companies in our industry. The company may also change the calculation of any of the non-GAAP measures included in this news release and the accompanying supplemental financial information from time to time in light of its then existing operations to include other adjustments that may impact its operations.

Reconciliations of each non-GAAP measure presented in this news release to the most directly comparable financial measure calculated in accordance with GAAP are included in the release.

Other Terms – This news release also contains the term pro forma underlying production. Pro forma underlying production reflects the impact of closed acquisitions and closed dispositions as of Sept. 30, 2024. The impact of closed acquisitions and dispositions assumes a closing date of January 1, 2023. The company believes that underlying production is useful to investors to compare production reflecting the impact of closed acquisitions and dispositions on a consistent go-forward basis across periods and with peer companies. Return of capital is defined as the total of the ordinary dividend, share repurchases and variable return of cash (VROC). References in the release to earnings refer to net income.

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#### Table 1: Reconciliation of earnings to adjusted earnings

\$ millions, except as indicated

		30	Q24		3Q23 2024 YTD						2023 YTD					
	Pre-tax	Income tax	After-tax	Per share of common stock (dollars)	Pre-tax	Income tax	After-tax	Per share of common stock (dollars)	Pre-tax	Income tax	After-tax	Per share of common stock (dollars)	Pre-tax	Income tax	After-tax	Per share of common stock (dollars)
Earnings			\$ 2,059	1.76			2,798	2.32			6,939	5.91			7,950	6.54
Adjustments:																
(Gain) loss on asset sales <sup>1</sup>	_	_	_	_	(94)	(6)	(100)	(0.08)	(86)	20	(66)	(0.06)	(94)	(6)	(100)	(0.08)
Tax adjustments	_	_	_	_	_	(144)	(144)	(0.12)	_	(76)	(76)	(0.07)	_	(144)	(144)	(0.12)
Transaction and integration expenses	28	(6)	22	0.02	_	_	_	_	28	(6)	22	0.02	_	_	_	_
(Gain) loss on FX derivative	_	_	_	_	59	(12)	47	0.04	-	_	_	_	59	(12)	47	0.04
Adjusted earnings / (loss)			\$ 2,081	1.78			2,601	2.16			6,819	5.80			7,753	6.38

<sup>1</sup>Includes 3Q23 divestiture of Lower 48 equity method investment.

The income tax effects of the special items are primarily calculated based on the statutory rate of the jurisdiction in which the discrete item resides.

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Table 2: Reconciliation of net cash provided by operating activities to cash from operations			
\$ millions, except as indicated			
		3Q24	2024 YTD
Net Cash Provided by Operating Activities	\$	5,763	15,667
Adjustments:			
Net operating working capital changes		1,041	781
Cash from operations	Ś	4,722	14,886

Table 3: Reconciliation of reported production to pro forma und In MBOED, except as indicated	derlying production			
	3Q24	3Q23	2024 YTD	2023 YTD
Total reported ConocoPhillips production	1,917	1,806	1,921	1,801
Closed Dispositions <sup>1</sup>	_	_	_	(1)
Closed Acquisitions <sup>2</sup>	_	64	_	66

1,917

1,870

1,921

1,866

<sup>1</sup>Includes production related to various Lower 48 dispositions.

Total pro forma underlying production

<sup>2</sup>Includes production related to the acquisition of remaining 50% working interest in Surmont.



# Third-Quarter 2024 Detailed Supplemental Information

	2023 2024									
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	Full Year	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
\$ Millions, Except as Indicated										
CONSOLIDATED INCOME STATEMENT										
Revenues and Other Income										
Sales and other operating revenues	14,811	12,351	14,250	14,729	56,141	13,848	13,620	13,041		40,509
Equity in earnings of affiliates	499	412	388	421	1,720	421	403	441		1,265
Gain (loss) on dispositions	93	(1)	108	28	228	93	(5)	(2)		86
Other income (loss)	114	122	120	129	485	114	118	124		356
Total Revenues and Other Income	15,517	12,884	14,866	15,307	58,574	14,476	14,136	13,604		42,216
Costs and Expenses										
Purchased commodities	6,138	4,616	5,543	5,678	21,975	5,334	4,858	4,747		14,939
Production and operating expenses	1,779	1,886	1,995	2,033	7,693	2,015	2,164	2,261		6,440
Selling, general and administrative expenses	159	205	169	172	705	178	164	186		528
Exploration expenses	138	83	92	85	398	112	102	70		284
Depreciation, depletion and amortization	1,942	2,010	2,095	2,223	8,270	2,211	2,334	2,390		6,935
Impairments	1		11	2	14		34			34
Taxes other than income taxes	576	512	536	450	2,074	555	536	476		1,567
Accretion on discounted liabilities	68	68	68	79	283	80	80	80		240
Interest and debt expense	188	179	194	219	780	205	198	189		592
Foreign currency transactions (gain) loss	(44)	(14)	55	95	92	(18)	9	(28)		(37)
Other expenses	10	(23)	8	7	2	(4)	(2)	(2)		(8)
Total Costs and Expenses	10,955	9,522	10,766	11,043	42,286	10,668	10,477	10,369		31,514
Income (loss) before income taxes	4,562	3,362	4,100	4,264	16,288	3,808	3,659	3,235		10,702
Income tax provision (benefit)	1,642	1,130	1,302	1,257	5,331	1,257	1,330	1,176		3,763
Net Income (loss)	2,920	2,232	2,798	3,007	10,957	2,551	2,329	2,059		6,939
Net Income Per Share of Common Stock (dollars)										
Basic	2.38	1.84	2.33	2.53	9.08	2.16	1.99	1.77		5.92
Diluted	2.38	1.84	2.32	2.52	9.06	2.15	1.98	1.76		5.91
Weighted-Average Common Shares Outstanding (in thou	•						4 4 5 0 4 0 0			4 4 6 0 0 5 0
Basic	1,220,228	1,207,443	1,196,641	1,187,144	1,202,757	1,177,921	1,168,198	1,161,318		1,169,350
Diluted *Foding Common Shares Outstanding is 1 150 013 as of S	1,223,355		1,199,746	1,189,903	1,205,675	1,180,320	1,170,299	1,163,227		1,171,424
*Ending Common Shares Outstanding is 1,150,912 as of So June 30, 2024.	eptember 30, 202	24, сотпратеа	WILII 1,101,2	:50 us 0j						
INCOME (LOSS) BEFORE INCOME TAXES										
Alaska	567	510	606	737	2,420	468	495	370		1,333
Lower 48	2,378	1,581	2,257	2,008	8,224	1,766	1,626	1,588		4,980
Canada	8	43	125	252	428	236	347	35		618
Europe, Middle East and North Africa	1,244	982	893	1,135	4,254	1,081	917	976		2,974
Asia Pacific	582	451	509	462	2,004	517	539	528		1,584
Other International	1	(5)	1	(10)	(13)	(1)	3	1		3
Corporate and Other	(218)	(200)	(291)	(320)	(1,029)	(259)	(268)	(263)		(790)
Consolidated	4,562	3,362	4,100	4,264	16,288	3,808	3,659	3,235		10,702



			2023			2024							
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	Full Year	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD			
EFFECTIVE INCOME TAX RATES													
Alaska*	26.7 %	27.0 %	26.1 %	26.4 %	26.5 %	26.1 %	27.4 %	27.6 %		27.0 %			
Lower 48	22.1 %	22.2 %	21.1 %	20.4 %	21.4 %	21.8 %	22.6 %	21.9 %		22.1 %			
Canada	21.9 %	26.6 %	(48.6)%	29.5 %	6.1 %	23.6 %	24.6 %	30.9 %		24.6 %			
Europe, Middle East and North Africa	70.6 %	73.1 %	71.7 %	73.0 %	72.1 %	71.9 %	72.5 %	69.5 %		71.3 %			
Asia Pacific	10.3 %	14.1 %	8.9 %	(27.3)%	2.1 %	0.9 %	17.8 %	13.7 %		10.9 %			
Other International	_	_	756.2 %	18.8 %	(0.2)%	7.7 %	_	3.4 %		(2.7)%			
Corporate and Other	(11.3)%	75.9 %	(14.3)%	38.3 %	20.2 %	33.8 %	7.2 %	13.4 %		18.0 %			
Consolidated	36.0 %	33.6 %	31.8 %	29.5 %	32.7 %	33.0 %	36.3 %	36.4 %		35.2 %			
*Alaska including taxes other than income taxes.	42.3 %	41.1 %	40.8 %	32.9 %	39.0 %	42.5 %	42.5 %	42.8 %	-	42.6 %			



			2023					2024		
\$ Millions	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	Full Year	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
EARNINGS BY SEGMENT										
Alaska	416	372	448	542	1,778	346	360	267		973
Lower 48	1,852	1,230	1,781	1,598	6,461	1,381	1,259	1,241		3,881
Canada	6	32	186	178	402	180	261	25		466
Europe, Middle East and North Africa	365	264	253	307	1,189	304	251	298		853
Asia Pacific	522	387	465	587	1,961	512	444	455		1,411
Other International	1	(4)	(2)	(8)	(13)	(1)	3	1		3
Corporate and Other	(242)	(49)	(333)	(197)	(821)	(171)	(249)	(228)		(648)
Consolidated	2,920	2,232	2,798	3,007	10,957	2,551	2,329	2,059		6,939
SPECIAL ITEMS										
Alaska	_	_	_	_	-	_	_	_		_
Lower 48	_	_	100	_	100	66	_	_		66
Canada	_	_	92	_	92	_	_	_		_
Europe, Middle East and North Africa	_	_	_	_	_	_	_	_		_
Asia Pacific	_	_	52	203	255	76	_	_		76
Other International	_	_	_	_	_	_	_	_		_
Corporate and Other	_	_	(47)	(58)	(105)	_	_	(22)		(22)
Consolidated		_	197	145	342	142	_	(22)		120
Detailed reconciliation of these items is provided on page 5.										
ADJUSTED EARNINGS										
Alaska	416	372	448	542	1,778	346	360	267		973
Lower 48	1,852	1,230	1,681	1,598	6,361	1,315	1,259	1,241		3,815
Canada	6	32	94	178	310	180	261	25		466
Europe, Middle East and North Africa	365	264	253	307	1,189	304	251	298		853
Asia Pacific	522	387	413	384	1,706	436	444	455		1,335
Other International	1	(4)	(2)	(8)	(13)	(1)	3	1		3
Corporate and Other	(242)	(49)	(286)	(139)	(716)	(171)	(249)	(206)		(626)
Consolidated	2,920	2,232	2,601	2,862	10,615	2,409	2,329	2,081		6,819



			2023			2024						
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	Full Year	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD		
ADJUSTED EFFECTIVE INCOME TAX RATES												
Alaska	26.7 %	27.0 %	26.1 %	26.4 %	26.5 %	26.1 %	27.4 %	27.6 %		27.0 %		
Lower 48	22.1 %	22.2 %	22.3 %	20.4 %	21.8 %	21.7 %	22.6 %	21.9 %		22.1 %		
Canada	21.9 %	26.6 %	24.5 %	29.5 %	27.6 %	23.6 %	24.6 %	30.9 %		24.6 %		
Europe, Middle East and North Africa	70.6 %	73.1 %	71.7 %	73.0 %	72.1 %	71.9 %	72.5 %	69.5 %		71.3 %		
Asia Pacific	10.3 %	14.1 %	19.1 %	16.7 %	14.8 %	15.6 %	17.8 %	13.7 %		15.7 %		
Other International	_	_	756.2 %	18.8 %	(0.2)%	7.7 %	_	3.4 %		(2.7)%		
Corporate and Other	(11.3)%	75.9 %	(23.1)%	43.5 %	20.2 %	33.8 %	7.2 %	12.3 %		17.8 %		
Consolidated	36.0 %	33.6%	36.0 %	34 0 %	35.0 %	35.3 %	36.3 %	36.2 %		35.9 %		



			2023		2024					
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	Full Year	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
\$ Millions	•									
DETAILED SPECIAL ITEMS										
Alaska										
Total	_	_	_	_	_	_	_	_		-
Lower 48										
Gain (loss) on asset sales	_	_	94	_	94	86	_	_		86
Income tax provision (benefit)	_	_	(6)	_	(6)	20	_	_		20
Total	_	_	100	_	100	66	_	_		66
Canada										
Income tax provision (benefit) <sup>1</sup>	_	_	(92)	_	(92)	_	_	_		_
Total	_	_	92	_	92		_	_		_
Europe, Middle East and North Africa										
Total	_	_	_	_	_	_	_	_		_
Asia Pacific										
Income tax provision (benefit) <sup>2</sup>	_	_	(52)	(203)	(255)	(76)	_	_		(76)
Total	_	_	52	203	255	76	_	_		76
Other International										
Total	_	_	_	_	_		_	_		-
Corporate and Other										
Transaction and integration expenses	_	_	_	_	_	_	_	(28)		(28)
Gain (loss) on CAD FX derivative	_	_	(59)	(73)	(132)	_	_	_		_
Income tax provision (benefit)	_	_	(12)	(15)	(27)	_	_	(6)		(6)
Total	_	_	(47)	(58)	(105)		_	(22)		(22)
Total Company	_	_	197	145	342	142	_	(22)		120

¹Includes a tax adjustment in 3Q23 related to closure of an audit.

<sup>&</sup>lt;sup>2</sup>Includes a tax adjustment in 3Q23 and 1Q24 related to Malaysia deepwater investment tax incentive and 4Q23 adjustment related to reversal of a tax reserve.



2nd Qtr 3rd Qtr Full Year 1st Otr 2nd Qtr YTD 1st Otr 4th Qtr 3rd Qtr 4th Qtr \$ Millions **CONSOLIDATED BALANCE SHEET** 6,974 5,735 8,830 5,635 5,635 5,574 4,294 5,221 Cash and cash equivalents 5,221 1,635 1,080 616 971 971 487 1,723 1,571 1,571 Short-term investments Accounts and notes receivable 5,280 4,517 5,658 5,461 5,461 5,444 5,285 4,791 4,791 Accounts and notes receivable—related parties 16 13 14 22 24 14 13 13 24 1,236 1,326 1,398 1,398 1,443 1,447 1,496 Inventories 1,258 1,496 Prepaid expenses and other current assets 953 919 738 852 852 759 963 881 881 16,116 13,501 14,330 13,721 17,181 14,330 13,734 13,984 13,984 **Total Current Assets** Investments and long-term receivables 8,197 8,618 8,731 9,130 9,130 9,132 9,304 9,192 9,192 Net properties, plants and equipment 65,090 65,452 65,561 70,044 70,044 69,907 70,226 70,725 70,725 Other assets 2.038 2.034 2.178 2.420 2.420 2.588 2.730 2,798 2,798 Total Assets 91,441 89,605 93,651 95,924 95,924 95,348 95,994 96,699 96,699 Liabilities 5,083 5,083 5.078 4.597 5.119 5.101 5.065 5.161 5.161 Accounts payable Accounts payable—related parties 22 29 24 34 34 37 91 29 29 Short-term debt 1.317 879 881 1,074 1.074 1.113 1.312 1.314 1.314 1,692 1,919 Accrued income and other taxes 2,847 1,811 1,811 2,116 2,016 2,473 2,473 Employee benefit obligations 420 552 691 774 774 405 516 627 627 1,869 1,799 1,704 1,229 1,229 1,391 1,324 Other accruals 1,161 1,161 Total Current Liabilities 11,553 9,548 10,005 10,005 10,163 10,324 10,765 10.338 10.765 17,304 17,040 16,990 Long-term debt 15,266 15,565 18,182 17,863 17,863 16,990 Asset retirement obligations and accrued 6,357 7,220 7,141 7,337 6,324 6,425 7,220 7,238 7,337 environmental costs Deferred income taxes 7,927 8,038 8,325 8,813 8,813 8,776 8,927 8,986 8,986 Employee benefit obligations 1,007 981 956 1,009 1,009 945 945 967 990 Other liabilities and deferred credits 1,581 1,585 1,680 1,735 1,735 1,672 1,730 1,795 1,795 Total Liabilities 42,074 45,906 43,658 46.645 46.645 46.023 46.249 46.818 46,818 Equity Common stock issued Par value 21 21 21 21 21 21 21 21 21 Capital in excess of par 61,100 61,169 61,262 61,303 61,303 61,300 61,381 61,430 61,430 (64,529) (66,974)(69,184)(61,904)(63,217)(65,640)(65,640)(68,005)(69,184)Treasury stock Accumulated other comprehensive income (loss) (6,027)(5,925) (5,961) (5,673)(5,673)(5,917) (5,961)(5,845) (5,845)63,459 Retained earnings 54,593 55,483 56,952 59,268 59,268 60,895 62,309 63,459 47,783 47,531 47,745 49,279 49,279 49,325 49,745 49,881 49,881 Total Equity Total Liabilities and Equity 91,441 89,605 93,651 95,924 95,924 95,348 95,994 96,699 96,699

2023

2024



2023 2024 \$ Millions 2nd Qtr Full Year 2nd Otr YTD 1st Otr 3rd Otr 4th Otr 1st Otr 3rd Qtr 4th Otr **CASH FLOW INFORMATION Cash Flows from Operating Activities** 2,920 2,798 3,007 10,957 2,551 2,329 2,059 6,939 Net income (loss) 2.232 6,935 Depreciation, depletion and amortization 1,942 2,010 2,095 2,223 8,270 2,211 2,334 2,390 14 34 34 **Impairments** 1 11 2 Dry hole costs and leasehold impairments 68 34 49 11 162 19 29 48 68 Accretion on discounted liabilities 68 68 79 283 80 80 80 240 Deferred taxes 324 165 264 392 1,145 87 124 38 249 Distributions more (less) than income from equity 491 161 268 44 964 308 56 181 545 affiliates (Gain) loss on dispositions (93)1 (108)(28)(228)(93) 5 2 (86)28 (220) 76 Other (35)23 (236)(66) (28)(18) Net working capital changes (283)(845)(23)(231)(1,382)(112)(148)1,041 781 **Net Cash Provided by Operating Activities** 5,403 3,854 5,445 5,263 19.965 4,985 4.919 5,763 15,667 **Cash Flows from Investing Activities** Capital expenditures and investments (2,897)(2,923)(2,545)(2,883)(11,248)(2,916)(2,969)(2,916)(8,801)Working capital changes associated with investing 208 (122)(261)205 30 169 4 22 195 (2,724)Acquisition of businesses, net of cash acquired (2,724)49 49 Proceeds from asset dispositions 188 238 187 173 5 39 217 19 632 (599)Net sales (purchases) of investments 1,065 484 311 (487)1,373 405 (1,199)195 Other 7 (76) (63) (21) (11) (12) 18 8 2 **Net Cash Used in Investing Activities** (1,448) (2,316)(2,384)(5,852) (12,000) (2,141)(4,151)(2,658)(8,950) **Cash Flows from Financing Activities** Net issuance (repayment) of debt (43)(64)2,651 (136)2,408 (505)(58) (44)(607)Issuance of company common stock (97)2 38 (52) (61)4 (9) (66)(1,700)(1,300)(1,300)(1,100)(5,400)(1,325)(1,021)(1,167)(3,513)Repurchase of company common stock Dividends paid (1,488)(1,350)(1,337)(1,408)(5,583)(924)(915)(910)(2,749)Other 2 (13)(23)(34)(10)(53)(68)(131)**Net Cash Used in Financing Activities** (3,326)(2,725)29 (2,639)(8,661)(2,825)(2,043)(2,198)(7,066)**Effect of Exchange Rate Changes** (104) (58) 12 51 (99) 4 41 (28) (73)Net Change in Cash, Cash Equivalents and Restricted Cash 525 (1,245)3,102 (3,177)(795)(54) (1,271)948 (377)Cash, cash equivalents and restricted cash at beginning of 6 694 7,219 5,974 9,076 6,694 5,899 5,845 4,574 5,899 neriod Cash, Cash Equivalents and Restricted Cash at End of Period 5,974 9,076 5,899 5,845 4,574 5,522 7.219 5,899 5.522 Restricted cash is included in the "Other assets" line of our Consolidated Balance Sheet. **CAPITAL EXPENDITURES AND INVESTMENTS** Alaska 371 565 720 691 2,102 406 363 1.705 691 Lower 48 1,704 1,653 1,521 1,609 6,487 1,616 1,649 1,653 4,918 131 419 Canada 136 92 117 111 456 152 136 Europe, Middle East and North Africa 209 277 227 248 358 267 1,111 219 694 79 354 Asia Pacific 63 103 109 45 90 100 235 Other International Corporate and Other 379 378 212 164 88 433 166 1,135 181 **Total Capital Expenditures and Investments** 2,897 2,923 2,545 2,883 11,248 2,916 2,969 2,916 8,801 Capitalized interest included in total capital expenditures and 26 39 45 43 153 50 58 66 174



2023 2024 1st Qtr 2nd Qtr Full Year 1st Qtr 2nd Qtr 4th Qtr YTD 3rd Qtr 4th Qtr 3rd Qtr **TOTAL SEGMENTS** Production Total (MBOED) 1,792 1,805 1,806 1,902 1,826 1,902 1,945 1,917 1,921 Crude Oil (MBD) Consolidated operations 926 918 914 936 923 928 942 945 938 Equity affiliates 11 13 13 13 13 16 13 12 14 Total 937 931 927 949 936 944 955 957 952 NGL (MBD) 264 275 283 293 279 271 287 302 287 Consolidated operations Equity affiliates 7 8 8 8 8 8 8 8 8 271 279 283 291 301 287 295 310 295 Total Bitumen (MBD) Consolidated operations 69 66 64 125 81 129 133 87 116 Total 69 66 64 125 81 129 133 87 116 Natural Gas (MMCFD) Consolidated operations 1,922 1,896 1,889 1,954 1,916 2,035 2,123 2,149 2,102 Equity affiliates 1,166 1,251 1,252 1,207 1,219 1,267 1,247 1,232 1,249 3,135 3,302 3,351 Total 3,088 3,147 3,141 3,161 3,370 3,381 **Industry Prices** Crude Oil (\$/BBL) WTI 76.13 73.78 82.26 78.32 77.62 76.96 80.57 75.10 77.54 51.31 69.36 56.43 WCS 58.62 58.93 57.57 66.96 61.56 62.03 Brent dated 81.27 78.39 86.76 84.05 82.62 83.24 84.94 80.18 82.79 100.49 87.19 88.70 92.29 84.19 88.02 JCC (\$/BBL) 84.04 83.08 87.58 Natural Gas (\$/MMBTU) Henry Hub first of month 3.44 2.09 2.54 2.88 2.74 2.25 1.89 2.15 2.10 **Average Realized Prices** 60.86 54.50 60.05 58.39 56.60 Total (\$/BOE) 58 21 56.56 54.18 55.77 Crude Oil (\$/BBL) Consolidated operations 77.60 74.18 83.22 80.83 78.97 78.67 81.31 76.78 78.90 **Equity affiliates** 80.97 75.10 78.73 79.23 78.45 76.94 80.34 76.11 77.72 Total 77.65 74.19 83.15 80.80 78.96 78.64 81.30 76.77 78.88 NGL (\$/BBL) Consolidated operations 24.97 20.05 22.52 21.22 22.12 23.35 21.84 21.16 22.07 Equity affiliates 57.71 43.62 39.53 49.59 47.09 52.09 49.83 49.91 50.64 Total 25.84 20.72 23.01 21.97 22.82 24.25 22.60 21.93 22.88 Bitumen (\$/BBL) Consolidated operations 29.49 41.01 57.85 42.34 42.15 44.30 54.59 47.32 48.89 Total 29.49 41.01 57.85 42.34 42.15 44.30 54.59 47.32 48.89 Natural Gas (\$/MCF) Consolidated operations 5.65 2.89 3.29 3.75 3.89 2.91 1.88 1.99 2.25 Equity affiliates 9.95 8.23 7.73 8.03 8.46 8.26 7.98 8.41 8.19 Total 7.30 5.04 5.06 5.41 5.69 5.02 4.22 4.42 4.53



		2024								
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	Full Year	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD
Exploration Expenses (\$ Millions)	-									
Dry holes	49	23	37	_	109	19	25	_		44
Leasehold impairment	19	11	12	11	53	_	4	_		4
Total noncash expenses	68	34	49	11	162	19	29	_		48
Other (G&A, G&G and lease rentals)	70	49	43	74	236	93	73	70		236
Total exploration expenses	138	83	92	85	398	112	102	70		284
U.S. exploration expenses	108	51	29	37	225	66	42	22		130
International exploration expenses	30	32	63	48	173	46	60	48		154
DD&A (\$ Millions)										
Alaska	260	267	259	275	1,061	324	321	309		954
Lower 48	1,319	1,407	1,489	1,507	5,722	1,432	1,557	1,640		4,629
Canada	91	84	89	156	420	158	166	147		471
Europe, Middle East and North Africa	153	139	134	161	587	180	175	189		544
Asia Pacific	113	108	117	117	455	110	107	97		314
Other International	_	_	_	_	_	_	_	_		_
Corporate and Other	6	5	7	7	25	7	8	8		23
Total DD&A	1,942	2,010	2,095	2,223	8,270	2,211	2,334	2,390		6,935





2nd Qtr Full Year 2nd Qtr YTD 1st Otr 3rd Qtr 4th Qtr 1st Qtr 3rd Qtr 4th Qtr **AVERAGE REALIZED PRICES** Crude Oil (\$/BBL) Consolidated operations 82.22 76.09 86.98 87.25 83.05 83.59 86.44 83.89 Alaska 81.32 Lower 48 74.36 72.06 80.75 77.43 76.19 75.51 78.72 74.73 76.29 Canada 65.07 59.40 70.83 66.32 66.19 64.40 68.90 61.99 65.09 80.39 84.56 85.36 82.83 Norway 85.34 87.27 85.35 83.96 79.75 78.65 87.74 85.92 83.07 83.48 Libya 84.11 85.44 84.41 Europe, Middle East and North Africa 83.52 79.64 87.45 85.60 83.96 84.83 84.62 80.88 83.45 80.35 China 76.93 75.27 84.71 84.53 80.59 82.16 77.78 80.14 89.99 83.92 92.63 92.64 90.11 89.40 91.70 88.91 Malaysia 85.13 Asia Pacific 83.50 78.64 89.10 87.47 84.79 85.05 86.47 80.84 84.15 Total consolidated operations 77.60 74.18 83.22 80.83 78.97 78.67 81.31 76.78 78.90 Equity affiliates 80.97 75.10 78.73 79.23 78.45 76.94 80.34 76.11 77.72 Total 77.65 74.19 83.15 80.80 78.96 78.64 81.30 76.77 78.88 NGL (\$/BBL) Consolidated operations 20.93 Lower 48 24.58 19.61 22.03 21.73 22.67 21.57 20.64 21.58 Canada 29.02 17.11 26.26 30.28 26.13 35.47 27.01 28.11 30.13 47.91 37.06 43.08 38.48 41.13 46.32 39.60 46.08 44.81 Europe, Middle East and North Africa 47.91 37.06 43.08 38.48 41.13 46.32 39.60 46.08 44.81 21.16 Total consolidated operations 24.97 20.05 22.52 21.22 22.12 23.35 22.07 21.84 Equity affiliates 57.71 43.62 39.53 49.59 47.09 52.09 49.83 49.91 50.64 Total 25.84 20.72 23.01 21.97 22.82 24.25 22.60 21.93 22.88 Bitumen (\$/BBL) Canada 29.49 41.01 57.85 42.34 42.15 44.30 54.59 47.32 48.89 29.49 41.01 42.15 44.30 47.32 48.89 Total 57.85 42.34 54.59 Natural Gas (\$/MCF) Consolidated operations 4.47 3.91 4.03 3.97 Alaska 4.58 4.38 4.40 4.48 3.98 Lower 48 2.92 1.43 2.24 1.93 2.12 1.57 0.32 0.18 0.67 Canada 4.64 0.56 0.67 1.27 1.80 1.01 0.36 0.10 0.46 18.04 11.32 10.07 12.70 13.33 9.02 9.89 11.19 10.02 Norway Libya 7.67 6.67 5.86 5.78 6.49 6.39 6.23 6.05 6.22 Europe, Middle East and North Africa 17.18 10.83 9.61 12.12 12.68 8.81 9.59 10.76 9.71 3.75 3.95 3.98 Malaysia 4.30 4.10 3.77 3.60 3.68 3.62 3.95 Asia Pacific 4.30 4.10 3.60 3.68 3.98 3.77 3.62 3.75 Total consolidated operations 2.89 3.75 3.89 2.91 1.88 1.99 2.25 5.65 3.29 Equity affiliates 9.95 8.23 7.73 8.03 8.46 8.26 7.98 8.41 8.19 Total 7.30 5.04 5.06 5.41 5.69 5.02 4.22 4.42 4.53

2023

2024



	2023					2024						
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	Full Year	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	YTD		
CORPORATE AND OTHER												
Corporate and Other Earnings (Loss) (\$ Millions)	(242)	(49)	(333)	(197)	(821)	(171)	(249)	(228)		(648)		
Detail of Earnings (Loss) (\$ Millions)												
Net interest expense	(90)	(86)	(91)	(93)	(360)	(93)	(89)	(79)		(261)		
Corporate G&A expenses	(90)	(96)	(87)	(84)	(357)	(105)	(78)	(99)		(282)		
Technology*	6	(11)	(14)	(15)	(34)	(24)	(44)	(32)		(100)		
Other	(68)	144	(141)	(5)	(70)	51	(38)	(18)		(5)		
Total	(242)	(49)	(333)	(197)	(821)	(171)	(249)	(228)		(648)		
Before-Tax Net Interest Expense (\$ Millions)							/a=a:					
Interest expense	(214)	(218)	(239)	(262)	(933)	(255)	(256)	(255)		(766)		
Capitalized interest*	26	39	45	43	153	50	58	66		174		
Interest revenue	95	97	110	101	403	101	95	105		301		
Total	(93)	(82)	(84)	(118)	(377)	(104)	(103)	(84)		(291)		
*Capitalized interest represents interest from externa an expected construction period of one year or longer		hich is capitaliz	zed on major p	rojects with								
Debt												
Total debt (\$ Millions)	16,583	16,444	19,063	18,937	18,937	18,417	18,352	18,304		18,304		
Debt-to-capital ratio (%)	26 %	26 %	29 %	28 %	28 %	27 %	27 %	27 %		27 %		
Equity (\$ Millions)	47,783	47,531	47,745	49,279	49,279	49,325	49,745	49,881		49,881		

#### REFERENCE

#### **Commonly Used Abbreviations**

Earnings Net Income (Loss) Attributable to ConocoPhillips DD&A

Depreciation, Depletion and Amortization

G&G Geological and Geophysical G&A General and Administrative JCC Japan Crude Cocktail LNG Liquefied Natural Gas NGLs Natural Gas Liquids WCS Western Canadian Select WTI West Texas Intermediate

#### Units of Measurement

Barrel

BOE Barrel of Oil Equivalent MMBBL Million of Barrels MBD Thousand of Barrels per Day

MBOED Thousand of Barrels of Oil Equivalent per Day

MCF **Thousand Cubic Feet** MMBTU Million British Thermal Units MMCFD Million Cubic Feet per Day