

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 Rule 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 THE APPROPRIATE BOX):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

- 1) Amount previously paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:
- 4) Date Filed:

**\*\*\* Exercise Your Right to Vote \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on May 12, 2020.**

CONOCOPHILLIPS



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

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** March 16, 2020  
**Date:** May 12, 2020 **Time:** 9:00 a.m., Central Time  
**Location:** Meeting live via the Internet-please visit  
[www.virtualshareholdermeeting.com/COP2020](http://www.virtualshareholdermeeting.com/COP2020)

The company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet please visit [www.virtualshareholdermeeting.com/COP2020](http://www.virtualshareholdermeeting.com/COP2020) and be sure to have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX] (located on the following page).

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

**— Before You Vote —**  
How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

NOTICE AND PROXY STATEMENT    ANNUAL REPORT

**How to View Online:**

Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:*            [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE:*        1-800-579-1639
- 3) *BY E-MAIL\*:*            [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 28, 2020 to facilitate timely delivery.

**— How To Vote —**

Please Choose One of the Following Voting Methods

**Vote By Internet:**

*Before The Meeting:* Go to [www.proxyvote.com](http://www.proxyvote.com)

Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

*During The Meeting:* Go to [www.virtualshareholdermeeting.com/COP2020](http://www.virtualshareholdermeeting.com/COP2020)

Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Voting Items**

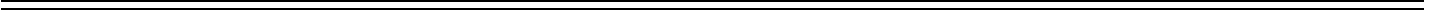
**THE BOARD OF DIRECTORS RECOMMENDS A  
VOTE "FOR" ITEMS 1-3.**

1. ELECTION OF DIRECTORS

**Nominees:**

- 1a. Charles E. Bunch
- 1b. Caroline Maury Devine
- 1c. John V. Faraci
- 1d. Jody Freeman
- 1e. Gay Huey Evans
- 1f. Jeffrey A. Joerres
- 1g. Ryan M. Lance
- 1h. William H. McRaven
- 1i. Sharmila Mulligan
- 1j. Arjun N. Murti
- 1k. Robert A. Niblock
- 1l. David T. Seaton
- 1m. R.A. Walker

- 2. Proposal to ratify appointment of Ernst & Young LLP as ConocoPhillips' independent registered public accounting firm for 2020.
- 3. Advisory Approval of Executive Compensation.
- 4. In its discretion, upon such other matters that may properly come before the meeting or any adjournment or adjournments thereof.



# Annual Meeting

To support the health and well-being of our employees, stockholder and partners in the midst of the coronavirus outbreak (COVID-19), this year's Annual Meeting will be held entirely online. This does not represent a change in our stockholder engagement philosophy and we remain committed to return to an in-person meeting next year.

Join Chairman and CEO Ryan M. Lance virtually for the annual meeting of stockholders on May 12, 2020. In addition to the scheduled items of business, Mr. Lance will discuss the company's 2019 performance and 2020 priorities, as well as answer questions from stockholders.



Ryan M. Lance,  
Chairman and CEO

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.

- STOCK INFORMATION
- ANNUAL REPORT
- SEC FILINGS
- COMPANY REPORTS
- INVESTOR PRESENTATIONS
- CORPORATE GOVERNANCE
- SHAREHOLDER SERVICES
- NEWS RELEASES

WEBCAST

Attend the Virtual Annual Meeting of Stockholders

MAY 12, 2020  
9:00AM - 10:00AM CDT

REGISTER FOR THE WEBCAST  
ADD TO CALENDAR

Vote and Submit Questions

CAST YOUR PROXY VOTE AND SUBMIT QUESTIONS PRIOR TO THE MEETING

Annual Meeting Materials

2020 PROXY STATEMENT (PDF)  
2020 PROXY STATEMENT (INTERACTIVE)  
2019 ANNUAL REPORT (PDF)  
2019 ANNUAL REPORT (INTERACTIVE)  
SEC FILINGS

COP Stock Quote

NYSE: 05/11/20 2:57 PM EDT

26.30

0.22

52-Week High: 24.85  
52-Week Low: 24.99

STOCK INFO

## SUBMIT YOUR VOTE - Vote Now

| VOTE ON CONOCOPHILLIPS PROXY PROPOSALS  | BOARD RECOMMENDATION    |
|---|-------------------------|
| <b>PROPOSAL 1</b> Election of 13 Directors  | <b>FOR</b> each nominee |
| <b>PROPOSAL 2</b> Ratification of Independent Registered Public Accounting Firm         | <b>FOR</b>              |
| <b>PROPOSAL 3</b> Advisory Approval of the Compensation of our Named Executive Officers | <b>FOR</b>              |

Find out more information on [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 4785, HOUSTON, TX 77210-4785

(281) 293-3050

BOARDCOMMUNICATION@COP.COM

**From:** SPECIMEN <id@proxyvote.com>  
**Sent:** Monday, March 23, 2020 6:46 AM  
**To:** Krause, Dominique x57356  
**Subject:** #COP20PHIL# CONOCOPHILLIPS Annual Meeting %P33420\_0\_0123456789012345\_0000001%

The 2020 Annual Meeting of Stockholders of ConocoPhillips will be held on May 12, 2020 at 9:00 a.m. Central Time via live webcast at [www.virtualshareholdermeeting.com/COP2020](http://www.virtualshareholdermeeting.com/COP2020). You may attend the meeting via the Internet and vote during the meeting.

Our records indicate that either (i) you have elected to receive electronic copies of the annual meeting materials (proxy statement and annual report) 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.

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 generally be accepted until 11:59 p.m. (EDT) on May 11, 2020.

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.



**From:** SPECIMEN <id@proxyvote.com>  
**Sent:** Wednesday, March 25, 2020 12:41 AM  
**To:** Krause, Dominique x57356  
**Subject:** #COP20ACT# CONOCOPHILLIPS Annual Meeting %Z76346\_0\_0123456789012345\_0000001%

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 2020 Annual Meeting of Stockholders of ConocoPhillips will be held on May 12, 2020 at 9:00 a.m. Central Time via live webcast at [www.virtualshareholdermeeting.com/COP2020](http://www.virtualshareholdermeeting.com/COP2020). You may attend the meeting via the Internet and vote during the meeting.

We are providing you, as an employee stockholder of our Company, with electronic copies of the annual meeting materials (proxy statement and annual report) 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 12, 2020 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 generally be accepted until 11:59 p.m. (EDT) on May 7, 2020.

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.

**From:** SPECIMEN <id@proxyvote.com>  
**Sent:** Wednesday, March 25, 2020 12:33 AM  
**To:** Krause, Dominique x57356  
**Subject:** #COP20NON# CONOCOPHILLIPS Annual Meeting %Z76348\_0\_0123456789012345\_0000001%

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

The 2020 Annual Meeting of Stockholders of ConocoPhillips will be held on May 12, 2020 at 9:00 a.m. Central Time via live webcast at [www.virtualshareholdermeeting.com/COP2020](http://www.virtualshareholdermeeting.com/COP2020). You may attend the meeting via the Internet and vote during the meeting.

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 16, 2020, the record date for the 2020 Annual Meeting of Stockholders. We are providing you, as an employee stockholder of our Company, with electronic copies of the annual meeting materials (proxy statement and annual report) 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.

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 generally be accepted until 11:59 p.m. (EDT) on May 7, 2020.

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.

**From:** SPECIMEN <id@proxyvote.com>  
**Sent:** Wednesday, March 25, 2020 7:45 AM  
**To:** Krause, Dominique x57356  
**Subject:** #COP20INT# CONOCOPHILLIPS Annual Meeting %Z76349\_0\_0123456789012345\_0000001%

The 2020 Annual Meeting of Stockholders of ConocoPhillips will be held on May 12, 2020 at 9:00 a.m. Central Time via live webcast at [www.virtualshareholdermeeting.com/COP2020](http://www.virtualshareholdermeeting.com/COP2020). You may attend the meeting via the Internet and vote during the meeting.

Our records indicate that either (i) you have elected to receive electronic copies of the annual meeting materials (proxy statement and annual report) 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. (EDT) on May 5, 2020.

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.