

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

2022 Annual Meeting
Vote by May 9, 2022
11:59 p.m. ET



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



D76366-P69074

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 10, 2022.**

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 26, 2022. 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 in Person at the Meeting*

May 10, 2022
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 "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 1, 2022. 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. Caroline Maury Devine	✔ 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 2022.	✔ For
3. Advisory Approval of Executive Compensation.	✔ For
4. Adoption of Amended and Restated Certificate of Incorporation to Eliminate Supermajority Voting Provisions.	✔ For
5. Advisory Vote on Right to Call Special Meeting.	✔ For
6. Right to Call Special Meeting.	✘ Against
7. Emissions Reduction Targets.	✘ Against
8. Report on Lobbying Activities.	✘ Against
9. 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 May 10, 2022.



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
- SUSTAINABILITY
- CORPORATE GOVERNANCE
- SHAREHOLDER SERVICES

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 1, 2022.

In person attendees will be required to comply with the health and safety protocols as set forth in our proxy statement, which may include:

- Negative viral COVID-19 test
- Facial covering
- Social distancing

For more information, please see "Available Information and Q&A, About the Annual Meeting and Voting" beginning on page 134 of our proxy.

HIGHLIGHT

Annual Meeting of Stockholders

MAY 10, 2022

9:00AM CDT

HYATT REGENCY HOUSTON WEST, 13210 KATY FREEWAY, HOUSTON, TX 77079

[ADD TO CALENDAR](#)

Event Details

REGISTER FOR THE WEBCAST

CAST YOUR PROXY VOTE AND SUBMIT QUESTIONS PRIOR TO THE MEETING

Annual Meeting Materials

2022 PROXY STATEMENT (PDF)

2022 PROXY STATEMENT (INTERACTIVE)

2021 ANNUAL REPORT (PDF)

2021 ANNUAL REPORT (INTERACTIVE)

SEC FILINGS

COP Stock Quote
NYSE 03/22/2022 4:10 PM EDT

103.07 0.00

Single Day High **102.87**

Single Day Low **100.32**

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	Adoption of Amended and Restated Certificate of Incorporation to Eliminate Supermajority Voting Provisions	FOR
PROPOSAL 5	Advisory Vote on Right to Call Special Meeting	FOR
PROPOSAL 6	Stockholder Proposal – Right to Call Special Meeting	AGAINST
PROPOSAL 7	Stockholder Proposal – Emissions Reduction Targets	AGAINST
PROPOSAL 8	Stockholder Proposal – Report on Lobbying Activities	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

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 281-293-1000

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From: SPECIMEN <id@proxyvote.com>
Sent: Thursday, March 3, 2022 2:15 AM
To: Krause, Dominique x57356
Subject: #COP22PHIL# CONOCOPHILLIPS Annual Meeting %P69074_0_0123456789012345_0000001%

The 2022 Annual Meeting of Stockholders of ConocoPhillips will be held on May 10, 2022 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 generally be accepted until 11:59 p.m. (ET) on May 9, 2022.

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
To: Krause, Dominique x57356
Subject: #COP22ACT# CONOCOPHILLIPS Annual Meeting %Z82025_0_0123456789012345_0000001%
Date: Thursday, March 3, 2022 2:06:35 AM

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 2022 Annual Meeting of Stockholders of ConocoPhillips will be held on May 10, 2022 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 10, 2022 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. (ET) on May 5, 2022.

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 2, 2022 11:34 PM
To: Krause, Dominique x57356
Subject: #COP22NON# CONOCOPHILLIPS Annual Meeting %Z82028_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 2022 Annual Meeting of Stockholders of ConocoPhillips will be held on May 10, 2022 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 14, 2022, the record date for the 2022 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.

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. (ET) on May 5, 2022.

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 9, 2022 11:02 PM
To: Krause, Dominique x57356
Subject: #COP22INT# CONOCOPHILLIPS Annual Meeting %Z82027_0_0123456789012345_0000001%

The 2022 Annual Meeting of Stockholders of ConocoPhillips will be held on May 10, 2022 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 3, 2022.

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.