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): **February 22, 2022**

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.)

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**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, $0.01 Par Value	COP	New York Stock Exchange
7% Debentures due 2029	CUSIP-718507BK1	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01 Other Events.

On February 22, 2022, ConocoPhillips ("COP") issued press releases announcing the following:

- the commencement of a cash tender offer to purchase certain notes issued by COP and Concho Resources Inc. for an aggregate purchase price (excluding accrued interest) of up to $1.8 billion, and

- the commencement of private offers (the "Exchange Offers") to exchange (i) 6.50% Notes due 2039 and 5.90% Notes due 2038, each issued by COP, 5.95% Notes due 2036 issued by Burlington Resources LLC ("Burlington"), and 5.95% Notes due 2046 issued by ConocoPhillips Company ("CPCo") for a combination of up to $2.0 billion in aggregate principal amount of new notes due 2062 issued by CPCo and cash and (ii) 6.95% Notes due 2029 and 7.00% Notes due 2029, each issued by CPCo, 7.40% Notes due 2031 and 7.20% Notes due 2031, each issued by Burlington, and 7.25% Notes due 2031 issued by Burlington Resources Oil & Gas Company LP for a combination of up to $1.0 billion in aggregate principal amount of new notes due 2042 issued by CPCo and cash.

Copies of these press releases are filed as Exhibits 99.1, 99.2 and 99.3 to this Current Report on Form 8-K and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release issued by ConocoPhillips on February 22, 2022
99.2	Press release issued by ConocoPhillips on February 22, 2022
99.3	Press release issued by ConocoPhillips on February 22, 2022
104	Cover Page Interactive Data File (formatted as Inline XBRL and filed herewith)

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

Date: February 22, 2022

By: /s/ Andrew M. O'Brien
Name: Andrew M. O'Brien
Title: Vice President and Treasurer

Exhibit 99.1

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Houston, TX 77079
Media Relations: 281-293-1149
www.conocophillips.com/media

NEWS RELEASE February 22, 2022

ConocoPhillips Announces Cash Tender Offer for up to $1.8 billion of Debt Securities

HOUSTON – ConocoPhillips (NYSE: COP) (“COP”) announced today that ConocoPhillips and its wholly-owned subsidiary, Concho Resources Inc. (“CXO”), have commenced a cash tender offer (the “Tender Offer”) to purchase outstanding notes listed in the table below (collectively, the “Notes” and each a “Series” of Notes) having an aggregate purchase price (excluding accrued interest) of up to $1.8 billion (the “Maximum Aggregate Purchase Price”), in the order of priority shown in the table below.

Acceptance Priority Level	CUSIP / ISIN	Title of Security	Purchaser	Original Issuer	Aggregate Principal Amount Outstanding	Reference U.S. Treasury Security	Bloomberg Reference Page	Fixed Spread (basis points) (1)
1	20825CAV6 / US20825CAV63 / U20845AD2	3.750% Senior Notes due 2027	COP	COP	$ 981,172,000	1.500% U.S. Treasury due January 31, 2027	FIT1	55
2	20605PAH4 / US20605PAH47	3.750% Senior Notes due 2027	CXO	CXO	$ 18,828,000	1.500% U.S. Treasury due January 31, 2027	FIT1	55
3	20825CAX2 / US20825CAX20 / U20845AE0	4.300% Senior Notes due 2028	COP	COP	$ 972,920,000	1.500% U.S. Treasury due January 31, 2027	FIT1	70
4	20605PAK7 / US20605PAK75	4.300% Senior Notes due 2028	CXO	CXO	$ 27,080,000	1.500% U.S. Treasury due January 31, 2027	FIT1	70
5	20825CAZ7 / US20825CAZ77 / U20845AF7	2.400% Senior Notes due 2031	COP	COP	$ 489,351,000	1.875% U.S. Treasury due February 15, 2032	FIT1	75
6	20605PAM3 / US20605PAM32	2.400% Senior Notes due 2031	CXO	CXO	$ 10,649,000	1.875% U.S. Treasury due February 15, 2032	FIT1	75
7	20825CBB9 / US20825CBB90 / U20845AG5	4.875% Senior Notes due 2047	COP	COP	$ 799,770,000	1.875% U.S. Treasury due November 15, 2051	FIT1	120
8	20605PAJ0 / US20605PAJ03	4.875% Senior Notes due 2047	CXO	CXO	$ 230,000	1.875% U.S. Treasury due November 15, 2051	FIT1	120
9	20825CBD5 / US20825CBD56 / U20845AH3	4.850% Senior Notes due 2048	COP	COP	$ 589,822,000	1.875% U.S. Treasury due November 15, 2051	FIT1	120
10	20605PAL5 / US20605PAL58	4.850% Senior Notes due 2048	CXO	CXO	$ 10,178,000	1.875% U.S. Treasury due November 15, 2051	FIT1	120

(1) Includes the Early Tender Premium of $30 per $1,000 principal amount of Notes for each Series (the “Early Tender Premium”).

The terms and conditions of the Tender Offer are described in an Offer to Purchase dated February 22, 2022 (as it may be amended or supplemented, the “Offer to Purchase”). The Tender Offer is subject to the satisfaction of certain conditions as set forth in the Offer to Purchase. Subject to applicable law, the purchasers may waive any and all of these conditions or extend, terminate or withdraw the Tender Offer with respect to one or more Series of Notes and/or increase or decrease the Maximum Aggregate Purchase Price. The Tender Offer is not conditioned upon any minimum amount of Notes being tendered. Capitalized terms used in this news release and not defined herein have the meanings given to them in the Offer to Purchase.

The amounts of each Series of Notes that are purchased in the Tender Offer will be determined in accordance with the priorities identified in the column "Acceptance Priority Level" in the table above. The Tender Offer will expire one minute after 11:59 p.m., New York City time, on March 21, 2022, unless extended (such date and time, as the same may be extended, the "Expiration Date") or earlier terminated. In order to receive the applicable Total Tender Offer Consideration, holders of Notes subject to the Tender Offer must validly tender and not validly withdraw their Notes before the Early Tender Deadline, which is 5:00 p.m., New York City time, on March 7, 2022, unless extended. Holders of Notes subject to the Tender Offer who validly tender their Notes after the Early Tender Deadline and before the Expiration Date and whose Notes are accepted for purchase will receive the applicable Late Tender Offer Consideration.

The applicable Total Tender Offer Consideration for each $1,000 in principal amount of Notes tendered and not withdrawn before the Early Tender Deadline and accepted for payment pursuant to the Tender Offer on the Early Settlement Date (as defined below) will be determined in the manner described in the Offer to Purchase. The consideration will be determined by reference to a fixed spread specified for each Series of Notes over the yield based on the bid-side price of the applicable Reference U.S. Treasury Security specified in the table above, as fully described in the Offer to Purchase. The consideration will be calculated by the Dealer Managers for the Tender Offer at 10:00 a.m., New York City time, on the business day immediately following the Early Tender Deadline, unless extended (such date and time, as the same may be extended, the "Price Determination Date"). The Price Determination Date is expected to be March 8, 2022. The Early Tender Premium for each Series of Notes is $30 per $1,000 principal amount of Notes. The Late Tender Offer Consideration for the Notes purchased pursuant to the Tender Offer will be calculated by taking the Total Tender Offer Consideration for the applicable Series of Notes and subtracting from it the Early Tender Premium of $30 per $1,000 principal amount of Notes.

In addition to the applicable Total Tender Offer Consideration or applicable Late Tender Offer Consideration, as the case may be, accrued and unpaid interest up to, but not including, the applicable Settlement Date will be paid in cash on all validly tendered Notes accepted for purchase in the Tender Offer. The purchase price plus accrued and unpaid interest for Notes that are validly tendered and not validly withdrawn on or before the Early Tender Deadline and accepted for purchase will be paid by the Company in same day funds promptly following the Early Tender Deadline (the "Early Settlement Date"). The Company expects that the Early Settlement Date will be March 11, 2022, the third business day after the Price Determination Date. The purchase price plus accrued and unpaid interest for Notes that are validly tendered after the Early Tender Deadline and on or before the Expiration Date and accepted for purchase will be paid by the Company in same day funds promptly following the Expiration Date (the "Final Settlement Date"). The Company expects that the Final Settlement Date will be March 23, 2022, the second business day after the Expiration Date, assuming Notes representing an aggregate purchase price equal to the Maximum Aggregate Purchase Price are not purchased on the Early Settlement Date. No tenders will be valid if submitted after the Expiration Date. If Notes are validly tendered and not validly withdrawn having an aggregate purchase price equal to or greater than the Maximum Aggregate Purchase Price as of the Early Tender Deadline, Holders who validly tender Notes after the Early Tender Deadline but on or before the Expiration Date will not have any of their Notes accepted for purchase. Holders of Notes subject to the Tender Offer who validly tender their Notes on or before the Early Tender Deadline may not withdraw their Notes after 5:00 p.m., New York City time, on March 7, 2022, unless extended (such date and time, as the same may be extended, the "Withdrawal Deadline"), except in the limited circumstances described in the Offer to Purchase. Holders of Notes subject to the Tender Offer who validly tender their Notes after the Withdrawal Deadline but on or before the Expiration Date may not withdraw their Notes except in the limited circumstances described in the Offer to Purchase.

Subject to the Maximum Aggregate Purchase Price, all Notes validly tendered and not validly withdrawn at or before the Early Tender Deadline having a higher Acceptance Priority Level will be accepted before any validly tendered and not validly withdrawn Notes having a lower Acceptance Priority Level, and all Notes validly tendered after the Early Tender Deadline having a higher Acceptance Priority Level will be accepted before any Notes tendered after the Early Tender Deadline having a lower Acceptance Priority Level. However, if Notes are validly tendered and not validly withdrawn having an aggregate purchase price less than the Maximum Aggregate Purchase Price as of the Early Tender Deadline, Notes validly tendered and not validly withdrawn at or before the Early Tender Deadline will be accepted for purchase in priority to Notes tendered after the Early Tender Deadline, even if such Notes tendered after the Early Tender Date have a higher Acceptance Priority Level than Notes validly tendered and not validly withdrawn at or before the Early Tender Deadline. Notes of the Series in the last Acceptance Priority Level accepted for purchase in accordance with the terms and conditions of the Tender Offer may be subject to proration so that the Company will only accept for purchase Notes having an aggregate purchase price of up to the Maximum Aggregate Purchase Price.

Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Mizuho Securities USA LLC and TD Securities (USA) LLC are the Dealer Managers for the Tender Offer. Global Bondholder Services Corporation is the Tender Agent and Information Agent. Persons with questions regarding the Tender Offer should contact Citigroup Global Markets Inc. at (toll-free) (800) 558-3745, J.P. Morgan Securities LLC at (toll-free) (866) 834-4666, Mizuho Securities USA LLC (toll-free) at (866) 271-7403 and TD Securities (USA) LLC (toll-free) at (866) 584-2096. Requests for copies of the Offer to Purchase and related materials should be directed to Global Bondholder Services Corporation at (+1) (212) 430-3774, (toll-free) (855) 654-2015 or contact@gbsc-usa.com. Questions regarding the tendering of Notes may be directed to Global Bondholder Services Corporation at (toll-free) (855) 654-2015.

This news release is neither an offer to purchase nor a solicitation of an offer to sell the Notes. The Tender Offer is made only by the Offer to Purchase and the information in this news release is qualified by reference to the Offer to Purchase dated February 22, 2022. There is no separate letter of transmittal in connection with the Offer to Purchase. None of ConocoPhillips or its affiliates, their respective boards of directors, the Dealer Managers, the Tender Agent and Information Agent or the trustees with respect to any Notes is making any recommendation as to whether holders should tender any Notes in response to the Tender Offer, and neither ConocoPhillips nor any such other person has authorized any person to make any such recommendation. Holders must make their own decision as to whether to tender any of their Notes, and, if so, the principal amount of Notes to tender.

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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 14 countries, $91 billion of total assets and approximately 9,900 employees at Dec. 31, 2021. Production including Libya averaged 1,567 MBOED for the 12 months ended Dec. 31, 2021, and proved reserves were 6.1 BBOE as of Dec. 31, 2021. For more information, go to www.conocophillips.com.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

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 “anticipate," “estimate,” “believe,” “budget,” “continue,” “could,” “intend,” “may,” “plan,” “potential,” “predict," “seek,” “should,” “will,” “would,” “expect,” “objective,” “projection,” “forecast,” “goal,” “guidance,” “outlook,” “effort,” “target” 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 the impact of public health crises, including pandemics (such as COVID-19) and epidemics and any related company or government policies or actions; global and regional changes in the demand, supply, prices, differentials or other market conditions affecting oil and gas, including changes resulting 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; changes in commodity prices, including a prolonged decline in these prices relative to historical or future expected levels; 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 or technical difficulties in constructing, maintaining or modifying company facilities; legislative and regulatory initiatives addressing global climate change or other environmental concerns; investment in and development of competing or alternative energy sources; disruptions or interruptions impacting the transportation for our oil and gas production; international monetary conditions and exchange rate fluctuations; changes in international trade relationships, including the imposition of trade restrictions or tariffs on any materials or products (such as aluminum and steel) used in the operation of our business; our ability to collect payments when due under our settlement agreement with PDVSA; our ability to collect payments from the government of Venezuela as ordered by the ICSID; our ability to liquidate the common stock issued to us by Cenovus Energy Inc. at prices we deem acceptable, or at all; our ability to complete any announced or any future dispositions or acquisitions on time, if at all; the possibility that regulatory approvals for any announced or any future dispositions or acquisitions will not be received on a timely basis, if at all, or that such approvals may require modification to the terms of the transactions or our remaining business; business disruptions following the acquisition of assets from Shell (the “Shell Acquisition”) or any other announced or any 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; 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 significantly higher cost of capital related to illiquidity or uncertainty in the domestic or international financial markets; general domestic and international economic and political conditions; the ability to successfully integrate the assets from the Shell Acquisition or achieve the anticipated benefits from the transaction; unanticipated difficulties or expenditures relating to the Shell Acquisition or the Concho transaction; 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, cyber attacks 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.

Exhibit 99.2

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NEWS RELEASE

February 22, 2022

ConocoPhillips Announces Debt Exchange Offers for up to $3.0 billion of Debt Securities

HOUSTON – ConocoPhillips (NYSE: COP) ("COP") announced today that it is commencing a private offer to exchange (the "Pool 1 Offer") four series of notes issued by COP, ConocoPhillips Company ("CPCo") and Burlington Resources LLC ("Burlington") as described in the table below (collectively, the "Pool 1 Notes") for a combination of cash and a new series of CPCo's senior notes due 2062 (the "New 2062 Notes"). The aggregate principal amount of Pool 1 Notes of each series that are accepted for exchange will be based on the order of acceptance priority for such series as set forth in the table below, such that the aggregate principal amount of Pool 1 Notes accepted in the Pool 1 Offer results in the issuance of New 2062 Notes in an amount not exceeding $2,000,000,000 (the "2062 Notes Cap").

Pool 1 Notes

Acceptance Priority Level	CUSIP Number	Title of Security	Issuer	Principal Amount Outstanding
1	20825CAQ7	6.50% Notes due 2039	COP	$ 2,750,000,000
2	20825VAB8	5.95% Notes due 2036	Burlington	$ 500,000,000
3	20825CAP9	5.90% Notes due 2038	COP	$ 600,000,000
4	20826FAR7	5.95% Notes due 2046	CPCo	$ 500,000,000

COP also announced today that it is commencing a private offer to exchange (the "Pool 2 Offer" and, together with the Pool 1 Offer, the "Exchange Offers") five series of notes issued by CPCo, Burlington and Burlington Resources Oil & Gas Company LP ("BRO&G") as described in the table below (collectively, the "Pool 2 Notes" and, together with the Pool 1 Notes, the "Old Notes") for a combination of cash and a new series of CPCo's senior notes due 2042 (the "New 2042 Notes" and, together with the New 2062 Notes, the "New Notes"). The aggregate principal amount of Pool 2 Notes of each series that are accepted for exchange will be based on the order of acceptance priority for such series as set forth in the table below, such that the aggregate principal amount of Pool 2 Notes accepted in the Pool 2 Offer results in the issuance of New 2042 Notes in an amount not exceeding $1,000,000,000 (the "2042 Notes Cap").

Pool 2 Notes

Acceptance Priority Level	CUSIP Number	Title of Security	Issuer	Principal Amount Outstanding
1	208251AE8	6.95% Notes due 2029	CPCo	$ 1,549,114,000
2	12201PAN6	7.40% Notes due 2031	Burlington	$ 500,000,000
3	20825UAC8	7.25% Notes due 2031	BRO&G	$ 500,000,000
4	12201PAB2	7.20% Notes due 2031	Burlington	$ 575,000,000
5	718507BK1	7.00% Notes due 2029	CPCo	$ 200,000,000

The Exchange Offers are being conducted upon the terms and subject to the conditions set forth in an offering memorandum, dated February 22, 2022 (the "Offering Memorandum"). Capitalized terms used in this news release and not defined herein have the meanings given to them in the Offering Memorandum.

The “Total Consideration” for each of the Pool 1 Offer and the Pool 2 Offer for each $1,000 principal amount of each series of Old Notes validly tendered pursuant to the Pool 1 Offer or the Pool 2 Offer, as the case may be, at or prior to the Early Participation Deadline (as defined below) and accepted for purchase will be equal to an amount that would reflect a yield to the maturity date or, if applicable, the par call date of such series of Old Notes (excluding accrued and unpaid interest to, but not including the applicable Settlement Date) equal to the sum of (i) the bid-side yield on the applicable Reference U.S. Treasury Security as calculated by the Dealer Managers in accordance with market practice, as of the Pricing Determination Date, plus (ii) a Fixed Spread with respect to such series of Old Notes. The Total Consideration (which will include an Early Participation Payment of $30 of principal amount of the New 2062 Notes or New 2042 Notes, as applicable) for each of the Exchange Offers for holders tendering and not validly withdrawing their Old Notes at or prior to the Early Participation Deadline will be divided into (i) a Cash Payment and (ii) a principal amount of the New Notes determined by multiplying each $1,000 principal amount of Old Notes tendered by an exchange ratio equal to the quotient obtained by dividing (a) the Total Consideration of the series of outstanding Old Notes tendered minus such Cash Payment by (b) the New Issue Price. The “New Issue Price” for each series of New Notes will be deemed to be $1,000 per $1,000 principal amount of New Notes. The amount of the Cash Payment is subject to adjustment as described in the Offering Memorandum.

Each series of New Notes will bear interest at a rate per annum equal to the sum of (a) the bid-side yield on the applicable Benchmark Security as calculated by the Dealer Managers in accordance with market practice, as of the Pricing Determination Date, plus (b) a fixed spread with respect to such series of New Notes.

The applicable Reference U.S. Treasury Security, Fixed Spread and Cash Payment with respect to each series of the Old Notes subject to the Exchange Offers as well as the Benchmark Security and the fixed spread for each of the New 2062 Notes and the New 2042 Notes is expected to be announced in a press release later today.

In addition, holders whose Old Notes are accepted for exchange will receive in cash accrued and unpaid interest from the last applicable interest payment date to, but excluding, the date on which the exchange of such Old Notes is settled, less the amount of any pre-issuance interest on the New Notes exchanged therefor on the Final Settlement Date only, and amounts due in lieu of fractional amounts of New Notes. In the case of any New Notes issued on the Final Settlement Date, if the pre-issuance interest accrued on such New Notes exceeds the accrued and unpaid interest on the Old Notes exchanged therefor, then no accrued and unpaid interest on such Old Notes will be paid.

COP reserves the right, in its sole and absolute discretion, to increase the 2062 Notes Cap or the 2042 Notes Cap without extending the Withdrawal Deadline (as defined below) or otherwise reinstating withdrawal rights.

Each Exchange Offer is subject to certain conditions, including, (i) with respect to the Pool 1 Offer, a minimum of $500,000,000 aggregate principal amount of New 2062 Notes being issued in the Pool 1 Offer, (ii) with respect to the Pool 2 Offer, a minimum of $500,000,000 aggregate principal amount of New 2042 Notes being issued in the Pool 2 Offer, (iii) as of 10:00 a.m. New York City time on March 8, 2022, the combination of the yield of the New Notes and the Total Consideration or Exchange Consideration, as applicable, for the applicable series of Old Notes would result in the New Notes and such Old Notes not considered as “substantially different” under Financial Accounting Standards Board Accounting Standards Codification Subtopic 470-50, (iv) COP receiving a minimum level of aggregate gross proceeds from the public offering, commenced substantially concurrently with the Exchange Offers, of three series of senior debt securities issued by CPCo and guaranteed by COP on or prior to March 11, 2022, the date currently expected to be the Early Settlement Date, on terms acceptable to COP, in its sole discretion, and (v) with respect to any Old Notes validly tendered pursuant to any Exchange Offer that will be exchanged on the Final Settlement Date (as defined below), COP determines that the New Notes to be issued on the Final Settlement Date in such Exchange Offer will be treated as part of the same issue as the New Notes, if any, issued on the Early Settlement Date for U.S. federal income tax purposes pursuant to specified tests.

Only Eligible Holders (as defined below) of Old Notes who validly tender their Old Notes at or before 5:00 p.m. New York City time on March 7, 2022, subject to any extension by COP (the "Early Participation Deadline"), who do not validly withdraw their tenders and whose Old Notes are accepted for exchange, will receive the Early Participation Payment.

The Exchange Offers will expire at one minute after 11:59 p.m., New York City time, on March 21, 2022, unless extended (the "Expiration Date") or earlier terminated. Tenders of Old Notes submitted in the Exchange Offers at or prior to 5:00 p.m. New York City time on March 7, 2022, subject to any extension by COP (the "Withdrawal Deadline"), may be validly withdrawn at any time prior to the Withdrawal Deadline, but thereafter will be irrevocable, except in certain limited circumstances where additional withdrawal rights are required by law (as determined by COP). Tenders submitted in the Exchange Offers after the Withdrawal Deadline will be irrevocable except in the limited circumstances where additional withdrawal rights are required by law (as determined by COP).

COP reserves the right, but is under no obligation, at any point following the Early Participation Deadline and before the Expiration Date, to accept for exchange any Old Notes validly tendered at or prior to the Early Participation Deadline (the date of such exchange, the "Early Settlement Date"). The Early Settlement Date will be determined at COP's option and is currently expected to occur on March 11, 2022, the third business day immediately following the Pricing Determination Date. If, after the Early Participation Deadline, COP chooses to exercise its option to have an Early Settlement Date and all conditions to the relevant Exchange Offers have been or are concurrently satisfied or waived by COP, COP will, subject to the terms of the Exchange Offers, accept for exchange all Old Notes validly tendered in the Exchange Offers prior to the Early Participation Deadline subject to proration, and the exchange for such Old Notes will be made on the Early Settlement Date.

The Final Settlement Date for the Exchange Offers will be promptly after the Expiration Date and is currently expected to occur on March 23, 2022, the second business day immediately following the Expiration Date (the "Final Settlement Date").

The Exchange Offers are only being made, and the New Notes are only being offered and will only be issued, and copies of the offering documents will only be made available, to holders of Old Notes (1) either (a) in the United States, that are "qualified institutional buyers," or "QIBs," as that term is defined in Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), in a private transaction in reliance upon an exemption from the registration requirements of the Securities Act or (b) outside the United States, that are persons other than "U.S. persons," as that term is defined in Rule 902 under the Securities Act, in offshore transactions in reliance upon Regulation S under the Securities Act, or a dealer or other professional fiduciary organized, incorporated or (if an individual) residing in the United States holding a discretionary account or similar account (other than an estate or a trust) for the benefit or account of a non-"U.S. person," and (2) (a) if located or resident in any Member State of the European Economic Area, who are persons other than "retail investors" (for these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a "qualified investor" as defined in Regulation (EU) 2017/1129), and consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the New Notes or otherwise making them available to retail investors in the European Economic Area has been prepared and therefore offering or selling the New Notes or otherwise making them available to any retail investor in the European Economic Area may be unlawful under the PRIIPs Regulation; or (b) if located or resident in the United Kingdom, who are persons other than "retail investors" (for these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA), and consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the New Notes or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the New Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation ("Eligible Holders"). The Exchange Offers will not be made to holders of Old Notes who are located in Canada. **Only Eligible Holders who have completed and returned the eligibility certification are authorized to receive or review the Offering Memorandum or to participate in the Exchange Offers. There is no separate letter of transmittal in connection with the Offering Memorandum.**

The New Notes have not been registered under the Securities Act or any state securities laws. Therefore, the New Notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and any applicable state securities laws.

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This press release is not an offer to sell or a solicitation of an offer to buy any of the securities described herein. The Exchange Offers are being made solely by the Offering Memorandum and eligibility certification and only to such persons and in such jurisdictions as is permitted under applicable law.

Global Bondholder Services Corporation has been appointed as the exchange agent and information agent for the Exchange Offers. Documents relating to the Exchange Offers will only be distributed to holders of Old Notes who certify that they are Eligible Holders. Questions or requests for assistance related to the Exchange Offers or for additional copies of the Offering Memorandum and eligibility certification may be directed to Global Bondholder Services Corporation at (855) 654-2015 (toll-free) or (212) 430-3774 (banks and brokers) or by email at contact@gbsc-usa.com. You may also contact your broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Exchange Offers. The Offering Memorandum and eligibility certification can be accessed at the following link: https://gbsc-usa.com/eligibility/cop.

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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 14 countries, $91 billion of total assets and approximately 9,900 employees at Dec. 31, 2021. Production including Libya averaged 1,567 MBOED for the 12 months ended Dec. 31, 2021, and proved reserves were 6.1 BBOE as of Dec. 31, 2021. For more information, go to www.conocophillips.com.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

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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 the impact of public health crises, including pandemics (such as COVID-19) and epidemics and any related company or government policies or actions; global and regional changes in the demand, supply, prices, differentials or other market conditions affecting oil and gas, including changes resulting 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; changes in commodity prices, including a prolonged decline in these prices relative to historical or future expected levels; 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 or technical difficulties in constructing, maintaining or modifying company facilities; legislative and regulatory initiatives addressing global climate change or other environmental concerns; investment in and development of competing or alternative energy sources; disruptions or interruptions impacting the transportation for our oil and gas production; international monetary conditions and exchange rate fluctuations; changes in international trade relationships, including the imposition of trade restrictions or tariffs on any materials or products (such as aluminum and steel) used in the operation of our business; our ability to collect payments when due under our settlement agreement with PDVSA; our ability to collect payments from the government of Venezuela as ordered by the ICSID; our ability to liquidate the common stock issued to us by Cenovus Energy Inc. at prices we deem acceptable, or at all; our ability to complete any announced or any future dispositions or acquisitions on time, if at all; the possibility that regulatory approvals for any announced or any future dispositions or acquisitions will not be received on a timely basis, if at all, or that such approvals may require modification to the terms of the transactions or our remaining business; business disruptions following the acquisition of assets from Shell (the "Shell Acquisition") or any other announced or any 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; 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 significantly higher cost of capital related to illiquidity or uncertainty in the domestic or international financial markets; general domestic and international economic and political conditions; the ability to successfully integrate the assets from the Shell Acquisition or achieve the anticipated benefits from the transaction; unanticipated difficulties or expenditures relating to the Shell Acquisition or the Concho transaction; 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, cyber attacks 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.

Exhibit 99.3

ConocoPhillips

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NEWS RELEASE February 22, 2022

ConocoPhillips Announces Transaction Details for Debt Exchange Offers for up to $3.0 billion of Debt Securities

HOUSTON – ConocoPhillips (NYSE: COP) ("COP") announced today that it is commencing a private offer to exchange (the "Pool 1 Offer") four series of notes issued by COP, ConocoPhillips Company ("CPCo") and Burlington Resources LLC ("Burlington") as described in the table below (collectively, the "Pool 1 Notes") for a combination of cash and a new series of CPCo's senior notes due 2062 (the "New 2062 Notes"). The aggregate principal amount of Pool 1 Notes of each series that are accepted for exchange will be based on the order of acceptance priority for such series as set forth in the table below, such that the aggregate principal amount of Pool 1 Notes accepted in the Pool 1 Offer results in the issuance of New 2062 Notes in an amount not exceeding $2,000,000,000 (the "2062 Notes Cap").

Pool 1 Notes

Acceptance Priority Level	CUSIP Number(s)	Title of Security	Issuer	Principal Amount Outstanding	Reference UST Security	Bloomberg Reference Page	Fixed Spread (basis points)(1)	Cash Payment Percent of Premium(2)
1	20825CAQ7	6.50% Notes due 2039	COP	$ 2,750,000,000	2.375% U.S. Treasury due February 15, 2042	FIT1	115	100%
2	20825VAB8	5.95% Notes due 2036	Burlington	$ 500,000,000	1.875% U.S. Treasury due February 15, 2032	FIT1	150	100%
3	20825CAP9	5.90% Notes due 2038	COP	$ 600,000,000	2.375% U.S. Treasury due February 15, 2042	FIT1	115	100%
4	20826FAR7	5.95% Notes due 2046*	CPCo	$ 500,000,000	1.875% U.S. Treasury due November 15, 2051	FIT1	125	80%

(1) The Early Participation Payment for the Pool 1 Offer will be $30 of principal amount of New 2062 Notes per $1,000 principal amount of Pool 1 Notes and is included in the Total Consideration.
(2) The Cash Payment Percent of Premium is the percentage of the amount by which the Total Consideration exceeds $1,000 in principal amount of such Pool 1 Notes to be paid in cash.
* Denotes a series of Pool 1 Notes for which the Total Consideration and Exchange Consideration will be determined taking into account the par call date, instead of the maturity date, in accordance with market practice.

COP also announced today that it is commencing a private offer to exchange (the "Pool 2 Offer" and, together with the Pool 1 Offer, the "Exchange Offers") five series of notes issued by CPCo, Burlington and Burlington Resources Oil & Gas Company LP ("BRO&G") as described in the table below (collectively, the "Pool 2 Notes" and, together with the Pool 1 Notes, the "Old Notes") for a combination of cash and a new series of CPCo's senior notes due 2042 (the "New 2042 Notes" and, together with the New 2062 Notes, the "New Notes"). The aggregate principal amount of Pool 2 Notes of each series that are accepted for exchange will be based on the order of acceptance priority for such series as set forth in the table below, such that the aggregate principal amount of Pool 2 Notes accepted in the Pool 2 Offer results in the issuance of New 2042 Notes in an amount not exceeding $1,000,000,000 (the "2042 Notes Cap").

Pool 2 Notes

Acceptance Priority Level	CUSIP Number(s)	Title of Security	Issuer	Principal Amount Outstanding	Reference UST Security	Bloomberg Reference Page	Fixed Spread (basis points)(1)	Cash Payment Percent of Premium(2)
1	208251AE8	6.95% Notes due 2029	CPCo	$ 1,549,114,000	1.875% U.S. Treasury due February 15, 2032	FIT1	75	100%
2	12201PAN6	7.40% Notes due 2031	Burlington	$ 500,000,000	1.875% U.S. Treasury due February 15, 2032	FIT1	95	100%
3	20825UAC8	7.25% Notes due 2031	BRO&G	$ 500,000,000	1.875% U.S. Treasury due February 15, 2032	FIT1	95	100%
4	12201PAB2	7.20% Notes due 2031	Burlington	$ 575,000,000	1.875% U.S. Treasury due February 15, 2032	FIT1	95	100%
5	718507BK1	7.00% Notes due 2029	CPCo	$ 200,000,000	1.875% U.S. Treasury due February 15, 2032	FIT1	85	110%

(1) The Early Participation Payment for the Pool 2 Offer will be $30 of principal amount of New 2042 Notes per $1,000 principal amount of Pool 2 Notes and is included in the Total Consideration.
(2) The Cash Payment Percent of Premium is the percentage of the amount by which the Total Consideration exceeds $1,000 in principal amount of such Pool 2 Notes to be paid in cash.

Set forth below is a table summarizing the terms of the New Notes:

Title of Series	Maturity Date	Benchmark Security	Spread to Benchmark Security
New 2062 Notes	March 15, 2062	1.875% U.S. Treasury due November 15, 2051	175 bps
New 2042 Notes	March 15, 2042	2.375% U.S. Treasury due February 15, 2042	140 bps

The Exchange Offers are being conducted upon the terms and subject to the conditions set forth in an offering memorandum, dated February 22, 2022 (the "Offering Memorandum"). Capitalized terms used in this news release and not defined herein have the meanings given to them in the Offering Memorandum.

The "Total Consideration" for each of the Pool 1 Offer and the Pool 2 Offer for each $1,000 principal amount of each series of Old Notes validly tendered pursuant to the Pool 1 Offer or the Pool 2 Offer, as the case may be, at or prior to the Early Participation Deadline (as defined below) and accepted for purchase will be equal to an amount that would reflect a yield to the maturity date or, if applicable, the par call date of such series of Old Notes (excluding accrued and unpaid interest to, but not including the applicable Settlement Date) equal to the sum of (i) the bid-side yield on the applicable Reference U.S. Treasury Security as calculated by the Dealer Managers in accordance with market practice, as of the Pricing Determination Date, plus (ii) a Fixed Spread with respect to such series of Old Notes set forth in the tables above. The Total Consideration (which will include an Early Participation Payment of $30 of principal amount of the New 2062 Notes or New 2042 Notes, as applicable) for each of the Exchange Offers for holders tendering and not validly withdrawing their Old Notes at or prior to the Early Participation Deadline will be divided into (i) a cash payment equal to the product of (x) the applicable Cash Payment Percent of Premium set forth in the tables above for such series of Old Notes and (y) the applicable Total Consideration for such series of Old Notes less $1,000 (the "Cash Payment") and (ii) a principal amount of the New Notes determined by multiplying each $1,000 principal amount of Old Notes tendered by an exchange ratio equal to the quotient obtained by dividing (a) the Total Consideration of the series of outstanding Old Notes tendered minus such Cash Payment by (b) the New Issue Price. The "New Issue Price" for each series of New Notes will be deemed to be $1,000 per $1,000 principal amount of New Notes. The amount of the Cash Payment is subject to adjustment as described in the Offering Memorandum.

Each series of New Notes will bear interest at a rate per annum equal to the sum of (a) the bid-side yield on the applicable Benchmark Security as calculated by the Dealer Managers in accordance with market practice, as of the Pricing Determination Date, plus (b) a fixed spread with respect to such series of New Notes.

In addition, holders whose Old Notes are accepted for exchange will receive in cash accrued and unpaid interest from the last applicable interest payment date to, but excluding, the date on which the exchange of such Old Notes is settled, less the amount of any pre-issuance interest on the New Notes exchanged therefor on the Final Settlement Date only, and amounts due in lieu of fractional amounts of New Notes. In the case of any New Notes issued on the Final Settlement Date, if the pre-issuance interest accrued on such New Notes exceeds the accrued and unpaid interest on the Old Notes exchanged therefor, then no accrued and unpaid interest on such Old Notes will be paid.

COP reserves the right, in its sole and absolute discretion, to increase the 2062 Notes Cap or the 2042 Notes Cap without extending the Withdrawal Deadline (as defined below) or otherwise reinstating withdrawal rights.

Each Exchange Offer is subject to certain conditions, including, (i) with respect to the Pool 1 Offer, a minimum of $500,000,000 aggregate principal amount of New 2062 Notes being issued in the Pool 1 Offer, (ii) with respect to the Pool 2 Offer, a minimum of $500,000,000 aggregate principal amount of New 2042 Notes being issued in the Pool 2 Offer, (iii) as of 10:00 a.m. New York City time on March 8, 2022, the combination of the yield of the New Notes and the Total Consideration or Exchange Consideration, as applicable, for the applicable series of Old Notes would result in the New Notes and such Old Notes not considered as "substantially different" under Financial Accounting Standards Board Accounting Standards Codification Subtopic 470-50, (iv) COP receiving aggregate gross proceeds of at least $2.7 billion from the public offering, commenced substantially concurrently with the Exchange Offers, of three series of senior debt securities issued by CPCo and guaranteed by COP on or prior to March 11, 2022, the date currently expected to be the Early Settlement Date, on terms acceptable to COP, in its sole discretion, and (v) with respect to any Old Notes validly tendered pursuant to any Exchange Offer that will be exchanged on the Final Settlement Date (as defined below), COP determines that the New Notes to be issued on the Final Settlement Date in such Exchange Offer will be treated as part of the same issue as the New Notes, if any, issued on the Early Settlement Date for U.S. federal income tax purposes pursuant to specified tests.

Only Eligible Holders (as defined below) of Old Notes who validly tender their Old Notes at or before 5:00 p.m. New York City time on March 7, 2022, subject to any extension by COP (the "Early Participation Deadline"), who do not validly withdraw their tenders and whose Old Notes are accepted for exchange, will receive the Early Participation Payment.

The Exchange Offers will expire at one minute after 11:59 p.m., New York City time, on March 21, 2022, unless extended (the "Expiration Date") or earlier terminated. Tenders of Old Notes submitted in the Exchange Offers at or prior to 5:00 p.m. New York City time on March 7, 2022, subject to any extension by COP (the "Withdrawal Deadline"), may be validly withdrawn at any time prior to the Withdrawal Deadline, but thereafter will be irrevocable, except in certain limited circumstances where additional withdrawal rights are required by law (as determined by COP). Tenders submitted in the Exchange Offers after the Withdrawal Deadline will be irrevocable except in the limited circumstances where additional withdrawal rights are required by law (as determined by COP).

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The Final Settlement Date for the Exchange Offers will be promptly after the Expiration Date and is currently expected to occur on March 23, 2022, the second business day immediately following the Expiration Date (the "Final Settlement Date").

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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 "anticipate," "estimate," "believe," "budget," "continue," "could," "intend," "may," "plan," "potential," "predict," "seek," "should," "will," "would," "expect," "objective," "projection," "forecast," "goal," "guidance," "outlook," "effort," "target" 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 the impact of public health crises, including pandemics (such as COVID-19) and epidemics and any related company or government policies or actions; global and regional changes in the demand, supply, prices, differentials or other market conditions affecting oil and gas, including changes resulting 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; changes in commodity prices, including a prolonged decline in these prices relative to historical or future expected levels; 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 or technical difficulties in constructing, maintaining or modifying company facilities; legislative and regulatory initiatives addressing global climate change or other environmental concerns; investment in and development of competing or alternative energy sources; disruptions or interruptions impacting the transportation for our oil and gas production; international monetary conditions and exchange rate fluctuations; changes in international trade relationships, including the imposition of trade restrictions or tariffs on any materials or products (such as aluminum and steel) used in the operation of our business; our ability to collect payments when due under our settlement agreement with PDVSA; our ability to collect payments from the government of Venezuela as ordered by the ICSID; our ability to liquidate the common stock issued to us by Cenovus Energy Inc. at prices we deem acceptable, or at all; our ability to complete any announced or any future dispositions or acquisitions on time, if at all; the possibility that regulatory approvals for any announced or any future dispositions or acquisitions will not be received on a timely basis, if at all, or that such approvals may require modification to the terms of the transactions or our remaining business; business disruptions following the acquisition of assets from Shell (the "Shell Acquisition") or any other announced or any 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; 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 significantly higher cost of capital related to illiquidity or uncertainty in the domestic or international financial markets; general domestic and international economic and political conditions; the ability to successfully integrate the assets from the Shell Acquisition or achieve the anticipated benefits from the transaction; unanticipated difficulties or expenditures relating to the Shell Acquisition or the Concho transaction; 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, cyber attacks 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.