UNITARIAN
UNIVERSALIST
ASSOCIATION

Timothy Brennan
Treasurer and Chief Financial Officer

VIA FAX AND PRIORITY MAIL

November 26, 2014

Ms. Janet Langford Kelly
Senior Vice President Legal, General Counsel, and Corporate Secretary
ConocoPhillips
600 North Dairy Ashford
Houston, TX 77079-1175

Dear Ms. Kelly:

The Unitarian Universalist Association (UUA), a holder of 124 shares of ConocoPhillips, is hereby submitting the enclosed resolution for consideration at the upcoming annual meeting. The resolution requests that the Human Resources and Compensation Committee adopt a policy that it will only use reserves that are economically producible under a demand reduction scenario to determine the amount of any senior executive's incentive compensation.

This resolution is proposed by the Unitarian Universalist Association, which is a faith community of more than 1000 self-governing congregations that bring to the world a vision of religious freedom, tolerance and social justice. With roots in the Jewish and Christian traditions, Unitarianism and Universalism have been a force in American spirituality from the time of the first Pilgrim and Puritan settlers. The UUA is also an investor with an endowment valued at approximately $186 million, the earnings of which are an important source of revenue supporting our work in the world. The UUA takes its responsibility as an investor and shareowner very seriously. We view the shareholder resolution process as an opportunity to bear witness to our values at the same time that we enhance the value of our investments.

We submit the enclosed resolution for inclusion in the proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 for consideration and action by the shareowners at the upcoming annual meeting.

24 Farnsworth Street, Boston MA 02210-1409 | P (617) 742-2100 | F (617) 948-6475
uua.org

Verification that we are beneficial owners of ConocoPhillips is enclosed. If you have any questions or wish to discuss the proposal, please contact me at (617) 948-4605 or tbrennan@uua.org.

Yours very truly,

Timothy Brennan

Timothy Brennan

Enclosures: Shareholder resolution
Verification of ownership

RESOLVED, that shareholders of ConocoPhillips ("ConocoPhillips") urge the Human Resources and Compensation Committee to adopt a policy that it will not use "reserve additions," "reserve replacement ratio" ("RRR") or any other metric based on reserves to determine the amount of any senior executive's incentive compensation without adjusting reserves to exclude barrels of oil equivalent that are not economically producible under a Demand Reduction Scenario in which the price of a barrel of Brent crude oil decreases to $65 (the price used by Standard & Poor's) by 2020 and remains flat thereafter.

SUPPORTING STATEMENT

As long-term shareholders, we believe that incentive compensation metrics should promote the creation of sustainable value. The recent commitment between the U.S. and China to faster emissions reductions underscores the challenges faced by the oil and gas industry as the need to limit climate change becomes more urgent. Some investors and their intermediaries now consider scenarios in which regulatory change has reduced demand for oil significantly when making decisions. For example, Standard and Poor's used a "stress scenario" of $65 per barrel oil by 2017 to evaluate oil companies' creditworthiness if prices decline. ("What a Carbon-Constrained Future Could Mean for Oil Companies' Creditworthiness" (Mar. 1, 2013))

At ConocoPhillips, both the annual incentive and performance shares programs use RRR as one of the metrics to determine senior executive incentive pay. Reserve additions are also an authorized metric. Both are determined as of the end of the year, based on proved reserves, which the SEC defines as quantities that "can be estimated with reasonable certainty to be economically producible . . . under existing economic conditions, operating methods and government regulations."

ConocoPhillips has stated that 35% of its exploration and appraisal capital in 2014 was spent on unconventional assets and forecast that production from North American unconventional assets would increase by 22% per year between 2013 and 2017. (http://www.conocophillips.com/investor-relations/Investor%20Presentation%20Documents/2014_Analyst%20Day_FINAL_2014-04-14.pdf) Unconventionals are more carbon-intensive to produce, require more processing and cannot be recovered through ordinary production techniques. (http://carnegieendowment.org/files/unconventional_oil.pdf, at 7-9) As a result, unconventional oil is more costly to produce. (http://www.iea.org/aboutus/faqs/oil/)

We are concerned that basing senior executive incentive compensation on reserves may encourage the addition of reserves that are so costly to access that projects may be cancelled if prices fall. ConocoPhillips acknowledges in its 10-K covering 2013 that "[a]ny significant future price changes could have a material effect on the quantity and present value of our proved reserves." (10-K filed Feb. 25, 2014, at 27) The International Energy Agency's chief economist noted that the 30% drop in the price of oil in 2014 created "major challenges" for unconventional oil projects. (Kjetil Malkenes Hovland, "Unconventional Oil Projects Face Major Challenges, Says IEA's Birol," Wall

Street Journal, Nov. 17, 2014 (available at http://online.wsj.com/articles/unconventional-oil-projects-face-major-challenges-says-ieas-birol-1416230795?mod=WSJ_LatestHeadlines)) Accordingly, we believe that incorporating an analysis under a Demand Reduction Scenario would better reflect increasing uncertainty over climate regulation and future oil demand and would more closely align senior executives' and long-term shareholders' interests.