

# CONOCOPHILLIPS

## FORM 10-Q (Quarterly Report)

Filed 08/07/25 for the Period Ending 06/30/25

Address	925 N. ELDRIDGE PARKWAY HOUSTON, TX, 77079
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Industry	Integrated Oil & Gas
Sector	Energy
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2025

or

☐

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-32395



**ConocoPhillips**

(Exact name of registrant as specified in its charter)

**Delaware**

**01-0562944**

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

**925 N. Eldridge Parkway, Houston, TX 77079**  
(Address of principal executive offices) (Zip Code)

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

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

Title of each class	Trading symbols	Name of each exchange on which registered
Common Stock, \$.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 (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐  
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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The registrant had 1,248,942,311 shares of common stock, \$.01 par value, outstanding at June 30, 2025.

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## Commonly Used Abbreviations

The following industry-specific, accounting and other terms, and abbreviations may be commonly used in this report.

Currencies		Accounting	
\$ or USD	U.S. dollar	ARO	asset retirement obligation
CAD	Canadian dollar	ASC	accounting standards codification
EUR	Euro	ASU	accounting standards update
GBP	British pound	DD&A	depreciation, depletion and amortization
NOK	Norwegian kroner		
Units of Measurement		EPS	earnings per share
BBL	barrel	FASB	Financial Accounting Standards Board
BCF	billion cubic feet	FIFO	first-in, first-out
BOE	barrel of oil equivalent	G&A	general and administrative
MBD	thousand barrels per day	GAAP	generally accepted accounting principles
MCF	thousand cubic feet		
MM	million	LIFO	last-in, first-out
MMBOE	million barrels of oil equivalent	NPNS	normal purchase normal sale
MBOED	thousand barrels of oil equivalent per day	PP&E	properties, plants and equipment
		VIE	variable interest entity
MMBOED	million barrels of oil equivalent per day		
MMBTU	million British thermal units	Miscellaneous	
MMCFD	million cubic feet per day	CERCLA	Federal Comprehensive Environmental Response Compensation and Liability Act
MTPA	million tonnes per annum		
Industry		EPA	Environmental Protection Agency
BLM	Bureau of Land Management	ESG	environmental, social and governance
CBM	coalbed methane	EU	European Union
CCS	carbon capture and storage	FERC	Federal Energy Regulatory Commission
E&P	exploration and production		
FEED	front-end engineering and design	GHG	greenhouse gas
FID	final investment decision	HSE	health, safety and environment
FPS	floating production system	ICC	International Chamber of Commerce
FPSO	floating production, storage and offloading	ICSID	World Bank's International Centre for Settlement of Investment Disputes
G&G	geological and geophysical		
JOA	joint operating agreement	IRS	Internal Revenue Service
LNG	liquefied natural gas	OTC	over-the-counter
NGLs	natural gas liquids	NYSE	New York Stock Exchange
OPEC	Organization of Petroleum Exporting Countries	SEC	U.S. Securities and Exchange Commission
PSC	production sharing contract		
PUDs	proved undeveloped reserves	TSR	total shareholder return
SAGD	steam-assisted gravity drainage	U.K.	United Kingdom
WCS	Western Canadian Select	U.S.	United States of America
WTI	West Texas Intermediate	VROC	variable return of cash

## PART I. Financial Information

### Item 1. Financial Statements

#### Consolidated Income Statement

ConocoPhillips

	Millions of Dollars			
	Three Months Ended June 30		Six Months Ended June 30	
	2025	2024	2025	2024
<b>Revenues and Other Income</b>				
Sales and other operating revenues	\$ 14,004	13,620	30,521	27,468
Equity in earnings of affiliates	315	403	707	824
Gain (loss) on dispositions	317	(5)	396	88
Other income	104	118	217	232
Total Revenues and Other Income	14,740	14,136	31,841	28,612
<b>Costs and Expenses</b>				
Purchased commodities	5,085	4,858	11,273	10,192
Production and operating expenses	2,572	2,164	5,078	4,179
Selling, general and administrative expenses	250	164	441	342
Exploration expenses	81	102	198	214
Depreciation, depletion and amortization	2,838	2,334	5,584	4,545
Impairments	1	34	2	34
Taxes other than income taxes	572	536	1,123	1,091
Accretion on discounted liabilities	95	80	189	160
Interest and debt expense	232	198	437	403
Foreign currency transaction (gain) loss	(3)	9	27	(9)
Other expenses	—	(2)	6	(6)
Total Costs and Expenses	11,723	10,477	24,358	21,145
Income (loss) before income taxes	3,017	3,659	7,483	7,467
Income tax provision (benefit)	1,046	1,330	2,663	2,587
<b>Net Income (Loss)</b>	\$ 1,971	2,329	4,820	4,880
<b>Net Income (Loss) Per Share of Common Stock (dollars)</b>				
Basic	\$ 1.56	1.99	3.80	4.15
Diluted	1.56	1.98	3.79	4.14
<b>Weighted-Average Common Shares Outstanding (in thousands)</b>				
Basic	1,257,512	1,168,198	1,265,387	1,173,410
Diluted	1,258,998	1,170,299	1,266,815	1,175,595

See Notes to Consolidated Financial Statements.

## Consolidated Statement of Comprehensive Income

ConocoPhillips

	Millions of Dollars			
	Three Months Ended June 30		Six Months Ended June 30	
	2025	2024	2025	2024
<b>Net Income (Loss)</b>	<b>\$ 1,971</b>	<b>2,329</b>	<b>4,820</b>	<b>4,880</b>
Other comprehensive income (loss), net of tax:				
Defined benefit plans	6	4	13	9
Unrealized holding gain (loss) on securities	2	(1)	4	(4)
Foreign currency translation adjustments	484	(73)	554	(303)
Unrealized gain (loss) on hedging activities	—	26	—	10
<b>Other Comprehensive Income (Loss), Net of Tax</b>	<b>492</b>	<b>(44)</b>	<b>571</b>	<b>(288)</b>
<b>Comprehensive Income (Loss)</b>	<b>\$ 2,463</b>	<b>2,285</b>	<b>5,391</b>	<b>4,592</b>

See Notes to Consolidated Financial Statements.

## Consolidated Balance Sheet

ConocoPhillips

	Millions of Dollars	
	June 30 2025	December 31 2024
<b>Assets</b>		
Cash and cash equivalents	\$ 4,901	5,607
Short-term investments	439	507
Accounts and notes receivable (net of allowance of \$6 and \$7, respectively)	5,701	6,695
Inventories	1,897	1,809
Prepaid expenses and other current assets	1,001	1,029
Total Current Assets	13,939	15,647
Investments and long-term receivables	10,361	9,869
Net properties, plants and equipment (net of accumulated DD&A of \$86,487 and \$81,072, respectively)	95,242	94,356
Other assets	3,057	2,908
<b>Total Assets</b>	<b>\$ 122,599</b>	<b>122,780</b>
<b>Liabilities</b>		
Accounts payable	\$ 6,517	6,044
Short-term debt	414	1,035
Accrued income and other taxes	1,742	2,460
Employee benefit obligations	710	1,087
Other accruals	1,603	1,498
Total Current Liabilities	10,986	12,124
Long-term debt	23,115	23,289
Asset retirement obligations and accrued environmental costs	8,225	8,089
Deferred income taxes	11,766	11,426
Employee benefit obligations	999	1,022
Other liabilities and deferred credits	1,936	2,034
<b>Total Liabilities</b>	<b>57,027</b>	<b>57,984</b>
<b>Equity</b>		
Common stock (2,500,000,000 shares authorized at \$0.01 par value)		
Issued (2025—2,252,479,047 shares; 2024—2,250,672,734 shares)		
Par value	23	23
Capital in excess of par	77,643	77,529
Treasury stock (at cost: 2025—1,003,536,736 shares; 2024—974,806,010 shares)	(73,899)	(71,152)
Accumulated other comprehensive income (loss)	(5,902)	(6,473)
Retained earnings	67,707	64,869
<b>Total Equity</b>	<b>65,572</b>	<b>64,796</b>
<b>Total Liabilities and Equity</b>	<b>\$ 122,599</b>	<b>122,780</b>

See Notes to Consolidated Financial Statements.

## Consolidated Statement of Cash Flows

ConocoPhillips

	Millions of Dollars	
	Six Months Ended June 30	
	2025	2024
<b>Cash Flows From Operating Activities</b>		
Net income (loss)	\$ 4,820	4,880
Adjustments to reconcile net income (loss) to net cash provided by operating activities		
Depreciation, depletion and amortization	5,584	4,545
Impairments	2	34
Dry hole costs and leasehold impairments	85	48
Accretion on discounted liabilities	189	160
Deferred taxes	78	211
Distributions more (less) than income from equity affiliates	(112)	364
(Gain) loss on dispositions	(396)	(88)
Other	(62)	10
Working capital adjustments		
Decrease (increase) in accounts and notes receivable	973	148
Decrease (increase) in inventories	(84)	(57)
Decrease (increase) in prepaid expenses and other current assets	(229)	(147)
Increase (decrease) in accounts payable	(27)	(183)
Increase (decrease) in taxes and other accruals	(1,221)	(21)
<b>Net Cash Provided by Operating Activities</b>	<b>9,600</b>	<b>9,904</b>
<b>Cash Flows From Investing Activities</b>		
Capital expenditures and investments	(6,664)	(5,885)
Working capital changes associated with investing activities	551	173
Acquisition of businesses, net of cash acquired	—	49
Proceeds from asset dispositions	1,341	178
Net sales (purchases) of investments	(8)	(794)
Other	(27)	(13)
<b>Net Cash Used in Investing Activities</b>	<b>(4,807)</b>	<b>(6,292)</b>
<b>Cash Flows From Financing Activities</b>		
Repayment of debt	(806)	(563)
Issuance of company common stock	(55)	(57)
Repurchase of company common stock	(2,722)	(2,346)
Dividends paid	(1,982)	(1,839)
Other	(55)	(63)
<b>Net Cash Used in Financing Activities</b>	<b>(5,620)</b>	<b>(4,868)</b>
<b>Effect of Exchange Rate Changes on Cash, Cash Equivalents and Restricted Cash</b>	<b>148</b>	<b>(69)</b>
<b>Net Change in Cash, Cash Equivalents and Restricted Cash</b>	<b>(679)</b>	<b>(1,325)</b>
Cash, cash equivalents and restricted cash at beginning of period	5,905	5,899
<b>Cash, Cash Equivalents and Restricted Cash at End of Period</b>	<b>\$ 5,226</b>	<b>4,574</b>

Restricted cash of \$325 million and \$298 million is included in the "Other assets" line of our Consolidated Balance Sheet at June 30, 2025, and December 31, 2024, respectively.

See Notes to Consolidated Financial Statements.



## Notes to Consolidated Financial Statements

### Note 1—Basis of Presentation

The interim-period financial information presented in the financial statements included in this report is unaudited and, in the opinion of management, includes all known accruals and adjustments necessary for a fair presentation of the consolidated financial position of ConocoPhillips, its results of operations and cash flows for such periods. All such adjustments are of a normal and recurring nature unless otherwise disclosed. Certain notes and other information have been condensed or omitted from the interim financial statements included in this report; therefore, these financial statements should be read in conjunction with the consolidated financial statements and notes included in our 2024 Annual Report on Form 10-K. Certain prior year financial statement line items have been reclassified to conform to the current year presentation.

### Note 2—Inventories

	Millions of Dollars	
	June 30 2025	December 31 2024
Crude oil and natural gas	\$ 1,013	907
Materials and supplies	884	902
<b>Total inventories</b>	<b>\$ 1,897</b>	<b>1,809</b>
Inventories valued on the LIFO basis	\$ 588	578

### Note 3—Acquisitions and Dispositions

#### Acquisition of Marathon Oil Corporation (Marathon Oil)

In November 2024, we completed our acquisition of Marathon Oil, an independent oil and gas exploration and production company with operations across the Lower 48 and in Equatorial Guinea. At close, the transaction was valued at \$16.5 billion, which primarily represented 0.255 shares of ConocoPhillips common stock exchanged for each outstanding share of Marathon Oil common stock.

Total Fair Value	Millions of Dollars	
Value of ConocoPhillips common stock issued*	\$	15,972
Cash transferred at close**		451
Value attributable to Marathon Oil share-based awards		67
Other liabilities incurred***		17
<b>Total Fair Value (Millions)</b>	<b>\$</b>	<b>16,507</b>

\*Represents the fair value of approximately 143 million shares of ConocoPhillips common stock issued to Marathon Oil stockholders. The fair value is based on the number of eligible shares of Marathon Oil common stock at a 0.255 exchange ratio and ConocoPhillips' average stock price on November 22, 2024, which was \$111.93.

\*\*Cash transferred at close primarily represents funds contributed to Marathon Oil for repayment of Marathon Oil's estimated commercial paper liabilities as of the closing date.

\*\*\*Liabilities incurred are related to cash settled share-based awards and payment of cash in lieu of fractional Marathon Oil shares outstanding.

The transaction was accounted for as a business combination under FASB Topic ASC 805 using the acquisition method, which requires assets acquired and liabilities assumed to be measured at their acquisition date fair values. Fair value measurements were made for acquired assets and liabilities. Adjustments to those measurements may be made in subsequent periods, up to one year from the acquisition date, as we identify new information about facts and circumstances that existed as of the acquisition date to consider. At June 30, 2025, remaining items to finalize include allocation of fair value to unproved properties. The impact of finalizing the fair value allocation is not expected to have a material impact to our consolidated financial statements.

Oil and gas properties were valued using a discounted cash flow approach incorporating market participant and internally generated price assumptions; production profiles; and operating and development cost assumptions. Debt assumed in the acquisition was valued based on observable market prices. The fair values of accounts receivable, accounts payable and most other current assets and current liabilities were determined to be equivalent to the carrying value due to their short-term nature. The acquisition, valued at \$16.5 billion, was allocated to the identifiable assets and liabilities based on their estimated fair values as of the acquisition date of November 22, 2024.

<b>Assets Acquired</b>		Millions of Dollars
Cash and cash equivalents	\$	385
Accounts receivable, net		982
Inventories		339
Investments and long-term receivables		562
Net properties, plants and equipment		24,203
Other assets		201
<b>Total assets acquired</b>	<b>\$</b>	<b>26,672</b>
<b>Liabilities Assumed</b>		
Accounts payable	\$	1,183
Accrued income and other taxes		201
Employee benefit obligations		187
Long-term debt		4,719
Asset retirement obligations		781
Deferred income taxes		2,488
Other liabilities		606
<b>Total liabilities assumed</b>	<b>\$</b>	<b>10,165</b>
<b>Net assets acquired</b>	<b>\$</b>	<b>16,507</b>

With the completion of the transaction, we acquired proved properties of approximately \$13 billion, with \$12 billion in Lower 48 and \$1 billion in Equatorial Guinea, and unproved properties of approximately \$11 billion in Lower 48.

We have recognized approximately \$585 million pre-tax of transaction-related costs to date, inclusive of \$17 million and \$40 million in the three- and six-month periods of 2025, respectively. These non-recurring costs related primarily to employee severance and related benefits, fees paid to advisors and the settlement of share-based awards for certain Marathon Oil employees based on the terms of the Merger Agreement.

*Supplemental Pro Forma (unaudited)*

The following table summarizes the unaudited supplemental pro forma financial information for the three- and six-month periods ended June 30, 2024, as if we had completed the acquisition on January 1, 2023.

Millions of Dollars						
	Three Months Ended June 30, 2024				Six Months Ended June 30, 2024	
	As reported	Pro Forma Marathon Oil	Pro Forma Combined		As reported	Pro Forma Marathon Oil Pro Forma Combined
<b>Supplemental Pro Forma (unaudited)</b>						
Total Revenues and Other Income	\$ 14,136	1,707	15,843	\$ 28,612	3,258	31,870
Net Income (Loss)	2,329	450	2,779	4,880	794	5,674
<b>Earnings per share:</b>						
Basic net income (loss)	\$ 1.99		2.11	\$ 4.15		4.30
Diluted net income (loss)	1.98		2.11	4.14		4.29

The unaudited supplemental pro forma financial information is presented for illustration purposes only and is not necessarily indicative of the operating results that would have occurred had the transaction been completed on January 1, 2023, nor is it necessarily indicative of future operating results of the combined entity. The pro forma results do not include cost savings anticipated as a result of the transaction. The pro forma results include adjustments which relate primarily to DD&A, which is based on the unit-of-production method, resulting from the purchase price allocated to oil and gas properties as well as adjustments for tax impacts. We believe the estimates and assumptions are reasonable, and the relative effects of the transaction are properly reflected.

**Assets Sold**

In the first quarter of 2025, we sold our interests in certain noncore assets in the Lower 48 segment for net proceeds of \$581 million and recognized a \$64 million before-tax and \$49 million after-tax gain. At the time of disposition, our interest in these assets had a net carrying value of \$517 million, comprised primarily of \$553 million of PP&E and \$36 million of liabilities, primarily related to noncurrent AROs.

In the second quarter of 2025, we sold our interests in the Ursa and Europa fields, and Ursa Oil Pipeline Company LLC to Shell Offshore Inc. and Shell Pipeline Company LP, respectively, for net proceeds of \$718 million. We recognized a \$274 million before-tax and \$266 million after-tax gain for this transaction, inclusive of the reduction of our valuation allowance recognized in the first quarter of 2025. At the time of disposition, these assets, in our Lower 48 segment, had a net carrying value of \$444 million, comprised of \$536 million of assets, primarily \$522 million of PP&E, and \$92 million of liabilities, primarily related to noncurrent AROs. For tax-related impacts of this disposition, *see Note 19*.

**Planned Dispositions**

In July 2025, we signed an agreement to divest Lower 48 assets in the Anadarko Basin for approximately \$1.3 billion, subject to customary closing adjustments. This transaction is expected to close at the beginning of the fourth quarter of 2025.

## Note 4—Investments and Long-Term Receivables

### Australia Pacific LNG Pty Ltd. (APLNG)

In Australia, we hold a 47.5 percent shareholding interest in APLNG. At June 30, 2025, the outstanding balance of APLNG's debt was \$3.7 billion under various previously entered facilities. The last principal and interest payment on these facilities is due in September 2030. *See Note 8.*

At June 30, 2025, the carrying value of our equity method investment in APLNG was approximately \$5.2 billion.

### Port Arthur LNG (PALNG)

We hold a 30 percent direct equity investment in PALNG, a joint venture for the development of a large-scale LNG facility. At June 30, 2025, the carrying value of our equity method investment in PALNG was approximately \$1.6 billion.

### Qatar LNG

Our equity method investments in Qatar include the following:

- QatarEnergy LNG N(3) (N3)—30 percent owned joint venture with affiliates of QatarEnergy (68.5 percent) and Mitsui & Co., Ltd. (1.5 percent)—produces and liquefies natural gas from Qatar's North Field, as well as exports LNG.
- QatarEnergy LNG NFE(4) (NFE4)—25 percent owned joint venture with affiliates of QatarEnergy (70 percent) and China National Petroleum Corporation (5 percent)—participant in the North Field East LNG project.
- QatarEnergy LNG NFS(3) (NFS3)—25 percent owned joint venture with an affiliate of QatarEnergy (75 percent)—participant in the North Field South LNG project.

At June 30, 2025, the carrying value of our equity method investments in Qatar was approximately \$1.5 billion.

## Note 5—Debt

Our debt balance at June 30, 2025 was \$23.5 billion, compared with \$24.3 billion at December 31, 2024.

In May 2025, the company retired \$0.2 billion principal amount of our 3.35% Notes at maturity.

In the first quarter of 2025, the company retired a total of \$0.5 billion principal amount of debt at maturity, consisting of \$0.4 billion of our 2.4% Notes and \$0.1 billion of our 8.2% Debentures.

In February 2025, we refinanced our revolving credit facility maintaining a total aggregate principal amount of \$5.5 billion and extended the expiration to February 2030. Our revolving credit facility may be used for direct bank borrowings, the issuance of letters of credit totaling up to \$500 million, or as support for our commercial paper program. The revolving credit facility is broadly syndicated among financial institutions and does not contain any material adverse change provisions or any covenants requiring maintenance of specified financial ratios or credit ratings. The facility agreement contains a cross-default provision relating to the failure to pay principal or interest on other debt obligations of \$200 million or more by ConocoPhillips, or any of its consolidated subsidiaries. The amount of the facility is not subject to redetermination prior to its expiration date.

Credit facility borrowings may bear interest at a margin above the Secured Overnight Financing Rate (SOFR). The facility agreement calls for commitment fees on available, but unused, amounts. The facility agreement also contains early termination rights if our current directors or their approved successors cease to be a majority of the Board of Directors.

The revolving credit facility supports our ability to issue up to \$5.5 billion of commercial paper. Commercial paper is generally limited to maturities of 90 days and is included in short-term debt on our consolidated balance sheet. With no commercial paper outstanding and no direct borrowings or letters of credit, we had access to \$5.5 billion in available borrowing capacity under our revolving credit facility at June 30, 2025, and at December 31, 2024.

We do not have any ratings triggers on any of our corporate debt that would cause an automatic default and thereby impact our access to liquidity upon downgrade of our credit ratings. If our credit ratings are downgraded from their current levels, it could increase the cost of corporate debt available to us and restrict our access to the commercial paper markets. If our credit ratings were to deteriorate to a level prohibiting us from accessing the commercial paper market, we would still be able to access funds under our revolving credit facility.

At June 30, 2025, we had \$283 million of certain variable rate demand bonds (VRDBs) outstanding with maturities ranging through 2035. The VRDBs are redeemable at the option of the bondholders on any business day. If they are ever redeemed, we have the ability and intent to refinance on a long-term basis; therefore, the VRDBs are included in the “Long-term debt” line on our consolidated balance sheet.

#### Note 6—Suspended Wells and Exploration Expenses

The capitalized cost of suspended wells at June 30, 2025 was \$209 million, an increase of \$13 million from December 31, 2024. In the second quarter of 2025, the second Slagugle appraisal well in PL891 in the Norwegian Sea was drilled and the presence of hydrocarbons was confirmed, resulting in a \$77 million increase to our suspended wells costs. We also divested certain Lower 48 offshore interests in partner-operated assets, which included \$31 million of suspended wells costs. *See Note 3.*

In the first quarter of 2025, we recognized dry hole expenses of \$36 million related to certain previously suspended wells that were capitalized for a period greater than one year in our Asia Pacific segment.

## Note 7—Changes in Equity

	Millions of Dollars					
	Common Stock					
	Par Value	Capital in Excess of Par	Treasury Stock	Accum. Other Comprehensive Income (Loss)	Retained Earnings	Total
For the three months ended June 30, 2025						
Balances at March 31, 2025	\$ 23	77,554	(72,666)	(6,394)	66,721	65,238
Net income (loss)					1,971	1,971
Other comprehensive income (loss)				492		492
Dividends declared						
Ordinary (\$0.78 per common share)					(984)	(984)
Repurchase of company common stock			(1,222)			(1,222)
Excise tax on share repurchases			(12)			(12)
Distributed under benefit plans		89				89
Other			1		(1)	—
Balances at June 30, 2025	\$ 23	77,643	(73,899)	(5,902)	67,707	65,572
For the six months ended June 30, 2025						
Balances at December 31, 2024	\$ 23	77,529	(71,152)	(6,473)	64,869	64,796
Net income (loss)					4,820	4,820
Other comprehensive income (loss)				571		571
Dividends declared						
Ordinary (\$1.56 per common share)					(1,982)	(1,982)
Repurchase of company common stock			(2,722)			(2,722)
Excise tax on share repurchases			(25)			(25)
Distributed under benefit plans		114				114
Balances at June 30, 2025	\$ 23	77,643	(73,899)	(5,902)	67,707	65,572

	Millions of Dollars					
	Common Stock					
	Par Value	Capital in Excess of Par	Treasury Stock	Accum. Other Comprehensive Income (Loss)	Retained Earnings	Total
For the three months ended June 30, 2024						
Balances at March 31, 2024	\$ 21	61,300	(66,974)	(5,917)	60,895	49,325
Net income (loss)					2,329	2,329
Other comprehensive income (loss)				(44)		(44)
Dividends declared						
Ordinary (\$0.58 per common share)					(680)	(680)
Variable return of cash (\$0.20 per common share)					(235)	(235)
Repurchase of company common stock			(1,021)			(1,021)
Excise tax on share repurchases			(10)			(10)
Distributed under benefit plans		81				81
Balances at June 30, 2024	\$ 21	61,381	(68,005)	(5,961)	62,309	49,745
For the six months ended June 30, 2024						
Balances at December 31, 2023	\$ 21	61,303	(65,640)	(5,673)	59,268	49,279
Net income (loss)					4,880	4,880
Other comprehensive income (loss)				(288)		(288)
Dividends declared						
Ordinary (\$1.16 per common share)					(1,368)	(1,368)
Variable return of cash (\$0.40 per common share)					(471)	(471)
Repurchase of company common stock			(2,346)			(2,346)
Excise tax on share repurchases			(19)			(19)
Distributed under benefit plans		78				78
Balances at June 30, 2024	\$ 21	61,381	(68,005)	(5,961)	62,309	49,745

## Note 8—Guarantees

At June 30, 2025, we were liable for certain contingent obligations under various contractual arrangements as described below. We recognize a liability, at inception, for the fair value of our obligation as a guarantor for newly issued or modified guarantees. Unless the carrying amount of the liability is noted below, we have not recognized a liability because the fair value of the obligation is immaterial. In addition, unless otherwise stated, we are not currently performing with any significance under the guarantee and expect future performance to be either immaterial or have only a remote chance of occurrence.

### APLNG Guarantees

At June 30, 2025, we had multiple outstanding guarantees in connection with our 47.5 percent ownership interest in APLNG. The following is a description of the guarantees with values calculated utilizing June 2025 exchange rates:

- During the third quarter of 2016, we issued a guarantee to facilitate the withdrawal of our pro-rata portion of the funds in a project finance reserve account. We estimate the remaining term of this guarantee to be six years. Our maximum exposure under this guarantee is approximately \$210 million and may become payable if an enforcement action is commenced by the project finance lenders against APLNG. At June 30, 2025, the carrying value of this guarantee was approximately \$14 million.
- In conjunction with our original purchase of an ownership interest in APLNG from Origin Energy Limited in October 2008, we agreed to reimburse Origin Energy Limited for our share of the existing contingent liability arising under guarantees of an existing obligation of APLNG to deliver natural gas under several sales agreements. The final guarantee expires in the fourth quarter of 2041. Our maximum potential liability for future payments, or cost of volume delivery, under these guarantees is estimated to be \$620 million (\$1.0 billion in the event of intentional or reckless breach) and would become payable if APLNG fails to meet its obligations under these agreements and the obligations cannot otherwise be mitigated. Future payments are considered unlikely, as the payments, or cost of volume delivery, would only be triggered if APLNG does not have enough natural gas to meet these sales commitments and if the co-venturers do not make necessary equity contributions into APLNG.
- We have guaranteed the performance of APLNG with regard to certain other contracts executed in connection with the project's continued development. The guarantees have remaining terms of 12 to 20 years or the life of the venture. Our maximum potential amount of future payments related to these guarantees is approximately \$570 million and would become payable if APLNG does not perform. At June 30, 2025, the carrying value of these guarantees was approximately \$39 million.

### QatarEnergy LNG Guarantees

We have guaranteed our portion of certain fiscal and other joint venture obligations as a shareholder in NFE4 and NFS3. These guarantees have an approximate 30-year term with no maximum limit. At June 30, 2025, the carrying value of these guarantees was approximately \$14 million.

### Equatorial Guinea Guarantees

We have guaranteed payment obligations as a shareholder in both Equatorial Guinea LNG Operations, S.A., a fully owned subsidiary of Equatorial Guinea LNG Holdings Limited, and Alba Plant LLC with regard to certain agreements to process third-party gas. These guarantees have approximately three years remaining, and the maximum potential future payments related to these guarantees is approximately \$116 million. At June 30, 2025, the carrying value of these guarantees was approximately \$4 million.

### Other Guarantees

We have other guarantees with maximum future potential payment amounts totaling approximately \$570 million, which consist primarily of guarantees of the residual value of leased office buildings and guarantees of the residual value of corporate aircraft. These guarantees have remaining terms of one to five years and would become payable if certain asset values are lower than guaranteed amounts at the end of the lease or contract term, business conditions decline at guaranteed entities or as a result of nonperformance of contractual terms by guaranteed parties. At June 30, 2025, there was no liability recognized for these guarantees.

**Indemnifications**

Over the years, we have entered into agreements to sell ownership interests in certain legal entities, joint ventures and assets that gave rise to qualifying indemnifications. These agreements include indemnifications for taxes and environmental liabilities. The carrying amount recorded for these indemnification obligations at June 30, 2025, was approximately \$40 million. Those related to environmental issues have terms that are generally indefinite, and the maximum amounts of future payments are generally unlimited. Although it is reasonably possible future payments may exceed amounts recorded, due to the nature of the indemnifications, it is not possible to make a reasonable estimate of the maximum potential amount of future payments. *See Note 9* for additional information about environmental liabilities.

**Note 9—Contingencies, Commitments and Accrued Environmental Costs**

A number of lawsuits involving a variety of claims arising in the ordinary course of business have been filed against ConocoPhillips. We also may be required to remove or mitigate the effects on the environment of the placement, storage, disposal or release of certain chemical, mineral and petroleum substances at various active and inactive sites. We regularly assess the need for accounting recognition or disclosure of these contingencies. In the case of all known contingencies (other than those related to income taxes), we accrue a liability when the loss is probable and the amount is reasonably estimable. If a range of amounts can be reasonably estimated and no amount within the range is a better estimate than any other amount, then the low end of the range is accrued. We do not reduce these liabilities for potential insurance or third-party recoveries. We accrue receivables for insurance or other third-party recoveries when applicable. With respect to income tax-related contingencies, we use a cumulative probability-weighted loss accrual in cases where sustaining a tax position is less than certain.

Based on currently available information, we believe it is remote that future costs related to known contingent liability exposures will exceed current accruals by an amount that would have a material adverse impact on our consolidated financial statements. As we learn new facts concerning contingencies, we reassess our position both with respect to accrued liabilities and other potential exposures. Estimates particularly sensitive to future changes include contingent liabilities recorded for environmental remediation, tax and legal matters. Estimated future environmental remediation costs are subject to change due to such factors as the uncertain magnitude of cleanup costs, the unknown time and extent of such remedial actions that may be required, and the determination of our liability in proportion to that of other responsible parties. Estimated future costs related to tax and legal matters are subject to change as events evolve and as additional information becomes available during the administrative and litigation processes.

**Environmental**

We are subject to international, federal, state and local environmental laws and regulations and record accruals for environmental liabilities based on management's best estimates. These estimates are based on currently available facts, existing technology and presently enacted laws and regulations, taking into account stakeholder and business considerations. When measuring environmental liabilities, we also consider our prior experience in remediation of contaminated sites, other companies' cleanup experience and data released by the U.S. EPA or other organizations. We consider unasserted claims in our determination of environmental liabilities, and we accrue them in the period they are both probable and reasonably estimable.

Although liability of those potentially responsible for environmental remediation costs is generally joint and several for federal sites and frequently so for other sites, we are usually only one of many companies cited at a particular site. Due to the joint and several liabilities, we could be responsible for all cleanup costs related to any site at which we have been designated as a potentially responsible party. We have been successful to date in sharing cleanup costs with other financially sound companies. Many of the sites at which we are potentially responsible are still under investigation by the U.S. EPA or the agency concerned. Prior to actual cleanup, those potentially responsible normally assess the site conditions, apportion responsibility and determine the appropriate remediation. In some instances, we may have no liability or may attain a settlement of liability. Where it appears that other potentially responsible parties may be financially unable to bear their proportional share, we consider this inability in estimating our potential liability, and we adjust our accruals accordingly. As a result of various acquisitions in the past, we assumed certain environmental obligations. Some of these environmental obligations are mitigated by indemnifications made by others for our benefit, and some of the indemnifications are subject to dollar limits and time limits.



We are currently participating in environmental assessments and cleanups at numerous federal Superfund and other comparable state and international sites. After an assessment of environmental exposures for cleanup and other costs, we make accruals on an undiscounted basis (except those acquired in a business combination, which we record on a discounted basis) for planned investigation and remediation activities for sites where it is probable future costs will be incurred and these costs can be reasonably estimated. We have not reduced these accruals for possible insurance recoveries.

For remediation activities in the U.S. and Canada, our consolidated balance sheet included total accrued environmental costs of \$206 million at each of June 30, 2025, and December 31, 2024. We expect to incur a substantial amount of these expenditures within the next 30 years. In the future, we may be involved in additional environmental assessments, cleanups and proceedings.

#### **Litigation and Other Contingencies**

We are subject to various lawsuits and claims including, but not limited to, matters involving oil and gas royalty and severance tax payments, gas measurement and valuation methods, contract disputes, environmental damages, climate change, personal injury and property damage. Our primary exposures for such matters relate to alleged royalty and tax underpayments on certain federal, state and privately owned properties, claims of alleged environmental contamination and damages from historic operations and climate change. We will continue to defend ourselves vigorously in these matters.

Our legal organization applies its knowledge, experience and professional judgment to the specific characteristics of our cases, employing a litigation management process to manage and monitor the legal proceedings against us. Our process facilitates the early evaluation and quantification of potential exposures in individual cases. This process also enables us to track those cases that have been scheduled for trial and/or mediation. Based on professional judgment and experience in using these litigation management tools and available information about current developments in all our cases, our legal organization regularly assesses the adequacy of current accruals and determines if adjustment of existing accruals, or establishment of new accruals, is required.

We have contingent liabilities resulting from throughput agreements with pipeline and processing companies not associated with financing arrangements. Under these agreements, we may be required to provide any such company with additional funds through advances and penalties for fees related to throughput capacity not utilized. In addition, at June 30, 2025, we had performance obligations secured by letters of credit of \$237 million (issued as direct bank letters of credit) related to various purchase commitments for materials, supplies, commercial activities and services incident to the ordinary conduct of business.

In 2007, the government of Venezuela expropriated ConocoPhillips' interests in the Petrozuata and Hamaca heavy oil ventures, as well as the offshore Corocoro development project. In response, ConocoPhillips initiated international arbitration proceedings before the ICSID. In March 2019, an ICSID tribunal unanimously ordered the government of Venezuela to pay ConocoPhillips approximately \$8.7 billion (later reduced to \$8.5 billion) plus interest for the unlawful expropriation of the projects. On January 22, 2025, an ICSID annulment committee dismissed Venezuela's application to annul the tribunal's decision and upheld the \$8.5 billion award plus interest in full. Separate arbitrations before the ICC resulted in additional awards against Petróleos de Venezuela, S.A. (PDVSA) and three of its affiliates, including an award for approximately \$2 billion plus interest, for the Hamaca and Petrozuata projects, and a \$33 million award, for the Corocoro project, plus interest. Cumulatively, as of June 30, 2025, the company has received approximately \$791 million in connection with the first ICC award. Collection actions for all three awards are ongoing.

ConocoPhillips has ensured that all actions related to these arbitration awards meet all appropriate U.S. regulatory requirements, including those related to any applicable sanctions imposed by the U.S. against Venezuela.

Beginning in 2017, governmental and other entities in several states/territories in the U.S. have filed lawsuits against oil and gas companies, including ConocoPhillips, seeking compensatory damages and equitable relief to abate alleged climate change impacts. Additional lawsuits with similar allegations are expected to be filed. The legal and factual issues are unprecedented; therefore, there is significant uncertainty about the scope of the claims and alleged damages and any potential impact on the company's financial condition. ConocoPhillips believes these lawsuits are factually and legally meritless and are an inappropriate vehicle to address the challenges associated with climate change and will vigorously defend against such lawsuits.

Several Louisiana parishes and the State of Louisiana have filed numerous lawsuits under Louisiana's State and Local Coastal Resources Management Act (SLCRMA) against oil and gas companies, including ConocoPhillips, seeking compensatory damages for contamination and erosion of the Louisiana coastline allegedly caused by historical oil and gas operations. ConocoPhillips entities are defendants in several of the lawsuits and will vigorously defend against them. Because plaintiffs' SLCRMA theories are unprecedented, there is uncertainty about these claims (both as to scope and damages), and we continue to evaluate our exposure in these lawsuits while assessing options for early resolution.

In October 2020, the Bureau of Safety and Environmental Enforcement (BSEE) ordered the prior owners of Outer Continental Shelf (OCS) Lease P-0166, including ConocoPhillips, to decommission the lease facilities, including two offshore platforms located near Carpinteria, California. This order was sent after the current owner of OCS Lease P-0166 relinquished the lease and abandoned the lease platforms and facilities. BSEE's order to ConocoPhillips is premised on its connection to Phillips Petroleum Company, a legacy company of ConocoPhillips, which held a historical 25 percent interest in this lease and operated these facilities but sold its interest approximately 30 years ago. ConocoPhillips continues to evaluate its exposure in this matter.

In July 2021, a federal securities class action was filed against Concho Resources Inc. (Concho), certain of Concho's officers, and ConocoPhillips as Concho's successor in the United States District Court for the Southern District of Texas. On October 21, 2021, the court issued an order appointing Utah Retirement Systems and the Construction Laborers Pension Trust for Southern California as lead plaintiffs (Lead Plaintiffs). On January 7, 2022, the Lead Plaintiffs filed their consolidated complaint alleging that Concho made materially false and misleading statements regarding its business and operations in violation of the federal securities laws and seeking unspecified damages, attorneys' fees, costs, equitable/injunctive relief and such other relief that may be deemed appropriate. The defendants filed a motion to dismiss the consolidated complaint on March 8, 2022. On June 23, 2023, the court denied defendants' motion as to most defendants including Concho/ConocoPhillips. On April 7, 2025, the court certified a class. We believe the allegations in the action are without merit and are vigorously defending this litigation.

ConocoPhillips is involved in pending disputes with commercial counterparties relating to the propriety of its force majeure notices following Winter Storm Uri in 2021. We believe these claims are without merit and are vigorously defending them.

## Note 10—Derivative and Financial Instruments

We use futures, forwards, swaps and options in various markets to meet our customer needs, capture market opportunities and manage foreign exchange currency risk.

### Commodity Derivative Instruments

Our commodity business primarily consists of natural gas, crude oil, bitumen, NGLs, LNG and power.

Commodity derivative instruments are held at fair value on our consolidated balance sheet. Where these balances have the right of setoff, they are presented on a net basis. Related cash flows are recorded as operating activities on our consolidated statement of cash flows. On our consolidated income statement, gains and losses are recognized either on a gross basis if directly related to our physical business or a net basis if held for trading. Gains and losses related to contracts that meet and are designated with the NPNS exception are recognized upon settlement. We generally apply this exception to eligible crude contracts and certain gas contracts. We do not apply hedge accounting for our commodity derivatives.

The following table presents the gross fair values of our commodity derivatives, excluding collateral, on our consolidated balance sheet:

	Millions of Dollars	
	June 30 2025	December 31 2024
<b>Assets</b>		
Prepaid expenses and other current assets	\$ 454	394
Other assets	129	94
<b>Liabilities</b>		
Other accruals	454	397
Other liabilities and deferred credits	104	83

The gains (losses) from commodity derivatives included in our consolidated income statement are presented in the following table:

	Millions of Dollars			
	Three Months Ended June 30		Six Months Ended June 30	
	2025	2024	2025	2024
Sales and other operating revenues	\$ 25	32	84	86
Other income	1	—	(3)	—
Purchased commodities	(7)	(29)	(46)	(79)

The table below summarizes our net exposures resulting from outstanding commodity derivative contracts:

	Open Position Long (Short)	
	June 30 2025	December 31 2024
<b>Commodity</b>		
Natural gas and power (BCF equivalent)		
Fixed price	(30)	(17)
Basis	7	—

### Interest Rate Derivative Instruments

In 2023, PALNG executed interest rate swaps that had the effect of converting 60 percent of the projected term loans outstanding to finance the cost of development and construction of Phase 1 from floating- to fixed-rate. During the first quarter of 2025, PALNG dedesignated the remaining portion of the interest rate swaps previously designated as a cash flow hedge. Changes in the fair value of the dedesignated hedging instruments are reported in the “Equity in earnings of affiliates” line on our consolidated income statement.

For the three- and six-month periods ended June 30, 2025, we recognized a gain of \$18 million and \$33 million, respectively, in “Equity in earnings of affiliates” related to the swaps. For the three- and six-month periods ended June 30, 2024, we recognized an unrealized gain of \$33 million and \$13 million, respectively, in other comprehensive income (loss) related to these swaps.

### Financial Instruments

We invest in financial instruments with maturities based on our cash forecasts for the various accounts and currency pools we manage. The types of financial instruments in which we currently invest include:

- Time deposits: Interest bearing deposits placed with financial institutions for a predetermined amount of time.
- Demand deposits: Interest bearing deposits placed with financial institutions. Deposited funds can be withdrawn without notice.
- Commercial paper: Unsecured promissory notes issued by a corporation, commercial bank or government agency purchased at a discount to mature at par.
- U.S. government or government agency obligations: Securities issued by the U.S. government or U.S. government agencies.
- Foreign government obligations: Securities issued by foreign governments.
- Corporate bonds: Unsecured debt securities issued by corporations.
- Asset-backed securities: Collateralized debt securities.

The following investments are carried on our consolidated balance sheet at cost, plus accrued interest and the table reflects remaining maturities at June 30, 2025, and December 31, 2024:

Millions of Dollars				
Carrying Amount				
Cash and Cash Equivalents		Short-Term Investments		
	June 30 2025	December 31 2024	June 30 2025	December 31 2024
<b>Cash</b>	\$ 479	770		
<b>Demand Deposits</b>	2,781	3,211		
<b>Time Deposits</b>				
1 to 90 days	1,444	1,364	13	1
91 to 180 days			5	5
Within one year			5	6
<b>U.S. Government Obligations</b>				
1 to 90 days	169	260	—	—
	\$ 4,873	5,605	23	12

The following investments in debt securities classified as available for sale are carried at fair value on our consolidated balance sheet at June 30, 2025, and December 31, 2024:

Millions of Dollars						
Carrying Amount						
Major Security Type	Cash and Cash Equivalents		Short-Term Investments		Investments and Long-Term Receivables	
	June 30 2025	December 31 2024	June 30 2025	December 31 2024	June 30 2025	December 31 2024
Corporate Bonds	\$ —	—	302	338	662	612
Commercial Paper	28	2	54	77		
U.S. Government Obligations	—	—	32	43	213	218
U.S. Government Agency Obligations			—	—	1	7
Foreign Government Obligations			8	4	11	12
Asset-Backed Securities			20	33	254	205
	\$ 28	2	416	495	1,141	1,054

Cash and cash equivalents and short-term investments have remaining maturities within one year. Investments and long-term receivables have remaining maturities that vary from greater than one year through 13 years.

The following table summarizes the amortized cost basis and fair value of investments in debt securities classified as available for sale:

Millions of Dollars				
Major Security Type	Amortized Cost Basis		Fair Value	
	June 30 2025	December 31 2024	June 30 2025	December 31 2024
Corporate Bonds	\$ 958	947	964	950
Commercial Paper	82	79	82	79
U.S. Government Obligations	244	262	245	261
U.S. Government Agency Obligations	1	7	1	7
Foreign Government Obligations	19	16	19	16
Asset-Backed Securities	273	237	274	238
	\$ 1,577	1,548	1,585	1,551

No allowance for credit losses has been recorded on investments in debt securities which are in an unrealized loss position.

For the three- and six-month periods ended June 30, 2025, proceeds from sales and redemptions of investments in debt securities classified as available for sale were \$300 million and \$511 million, respectively. For the three- and six-month periods ended June 30, 2024, proceeds from sales and redemptions of investments in debt securities classified as available for sale were \$231 million and \$455 million, respectively. Gross realized gains and losses included in earnings from those sales and redemptions were negligible. The cost of securities sold and redeemed is determined using the specific identification method.

**Credit Risk**

Financial instruments potentially exposed to concentrations of credit risk consist primarily of cash equivalents, short-term investments, long-term investments in debt securities, OTC derivative contracts and trade receivables. Our cash equivalents and short-term investments are placed in high-quality commercial paper, government money market funds, U.S. government and government agency obligations, time deposits with major international banks and financial institutions, high-quality corporate bonds, foreign government obligations and asset-backed securities. Our long-term investments in debt securities are placed in high-quality corporate bonds, asset-backed securities, U.S. government and government agency obligations and foreign government obligations.

The credit risk from our OTC derivative contracts, such as forwards, swaps and options, derives from the counterparty to the transaction. Individual counterparty exposure is managed within predetermined credit limits and includes the use of cash-call margins when appropriate, thereby reducing the risk of significant nonperformance. We also use futures, swaps and option contracts that have a negligible credit risk because these trades are cleared primarily with an exchange clearinghouse and subject to mandatory margin requirements until settled; however, we are exposed to the credit risk of those exchange brokers for receivables arising from daily margin cash calls, as well as for cash deposited to meet initial margin requirements.

Our trade receivables result primarily from our petroleum operations and reflect a broad national and international customer base, which limits our exposure to concentrations of credit risk. The majority of these receivables have payment terms of 30 days or less, and we continually monitor this exposure and the creditworthiness of the counterparties. We may require collateral to limit the exposure to loss including letters of credit, prepayments and surety bonds, as well as master netting arrangements to mitigate credit risk with counterparties that both buy from and sell to us, as these agreements permit the amounts owed by us or owed to others to be offset against amounts due to us.

Certain of our derivative instruments contain provisions that require us to post collateral if the derivative exposure exceeds a threshold amount. We have contracts with fixed threshold amounts and other contracts with variable threshold amounts that are contingent on our credit rating. The variable threshold amounts typically decline for lower credit ratings, while both the variable and fixed threshold amounts typically revert to zero if we fall below investment grade. Cash is the primary collateral in all contracts; however, many also permit us to post letters of credit as collateral, such as transactions administered through the New York Mercantile Exchange.

The aggregate fair value of all derivative instruments with such credit risk-related contingent features that were in a liability position at June 30, 2025, and December 31, 2024, was \$82 million and \$70 million, respectively. For these instruments, no collateral was posted at June 30, 2025, and December 31, 2024. If our credit rating had been downgraded below investment grade at June 30, 2025, we would have been required to post \$43 million of additional collateral, either with cash or letters of credit.

**Note 11—Fair Value Measurement**

We carry a portion of our assets and liabilities at fair value that are measured at the reporting date using an exit price (i.e., the price that would be received to sell an asset or paid to transfer a liability) and disclosed according to the quality of valuation inputs under the fair value hierarchy.

The classification of an asset or liability is based on the lowest level of input significant to its fair value. Those that are initially classified as Level 3 are subsequently reported as Level 2 when the fair value derived from unobservable inputs is inconsequential to the overall fair value, or if corroborated market data becomes available. Assets and liabilities initially reported as Level 2 are subsequently reported as Level 3 if corroborated market data is no longer available. There were no material transfers into or out of Level 3 during the six-month period ended June 30, 2025, nor during the year ended December 31, 2024.

**Recurring Fair Value Measurement**

Financial assets and liabilities reported at fair value on a recurring basis include our investments in debt securities classified as available for sale, commodity derivatives and our contingent consideration arrangement related to the Surmont acquisition.

- Level 1 derivative assets and liabilities primarily represent exchange-traded futures and options that are valued using unadjusted prices available from the underlying exchange. Level 1 financial assets also include our investments in U.S. government obligations classified as available for sale debt securities, which are valued using exchange prices.
- Level 2 derivative assets and liabilities primarily represent OTC swaps, options and forward purchase and sale contracts that are valued using adjusted exchange prices, prices provided by brokers or pricing service companies that are all corroborated by market data. Level 2 financial assets also include our investments in debt securities classified as available for sale including investments in corporate bonds, commercial paper, asset-backed securities, U.S. government agency obligations and foreign government obligations that are valued using pricing provided by brokers or pricing service companies that are corroborated with market data.
- Level 3 derivative assets and liabilities consist of OTC swaps, options and forward purchase and sale contracts where a significant portion of fair value is calculated from underlying market data that is not readily available. The derived value uses industry standard methodologies that may consider the historical relationships among various commodities, modeled market prices, time value, volatility factors and other relevant economic measures. The use of these inputs results in management's best estimate of fair value. Level 3 commodity derivative activity was not material for all periods presented.
- Level 3 liabilities include the fair value of future quarterly contingent payments associated with the Surmont acquisition. In October 2023, we completed our acquisition of the remaining 50 percent working interest in Surmont, an asset in our Canada segment, from TotalEnergies EP Canada Ltd. The consideration for the acquisition included a contingent consideration arrangement requiring payment of up to \$0.4 billion CAD over a five-year term. The contingent payments represent \$2 million for every dollar that WCS pricing exceeds \$52 per barrel during the month, subject to certain production targets being achieved. The undiscounted amount we could pay under this arrangement was up to \$0.3 billion USD at closing.

The following table summarizes the fair value hierarchy for gross financial assets and liabilities (i.e., unadjusted where the right of setoff exists for commodity derivatives accounted for at fair value on a recurring basis):

Millions of Dollars								
	June 30, 2025				December 31, 2024			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Assets</b>								
Investments in debt securities	\$ 244	1,341	—	1,585	261	1,290	—	1,551
Commodity derivatives	301	251	31	583	201	252	35	488
Total assets	\$ 545	1,592	31	2,168	462	1,542	35	2,039
<b>Liabilities</b>								
Commodity derivatives	\$ 333	173	52	558	275	160	45	480
Contingent consideration	—	—	99	99	—	—	145	145
Total liabilities	\$ 333	173	151	657	275	160	190	625

The range and arithmetic average of the significant unobservable input used in the Level 3 fair value measurement was as follows:

	Fair Value (Millions of Dollars)	Valuation Technique	Unobservable Input	Range (Arithmetic Average)
Contingent consideration - Surmont as of:				
June 30, 2025	\$ 99	Discounted cash	Commodity price outlook*	\$48.66 - \$61.12 (\$52.75)
December 31, 2024	145	flow	(\$/BOE)	\$48.63 - \$57.53 (\$53.38)

\*Commodity price outlook based on a combination of external pricing service companies' outlooks and our internal outlook.

The fair value of the contingent consideration on the acquisition date was \$320 million. We have made payments of \$56 million during the six-month period ended June 30, 2025, and \$213 million in total since the acquisition under this arrangement, included in the "Other" line within the Financing Activities section of our Consolidated Statement of Cash Flows.

The following table summarizes those commodity derivative balances subject to the right of setoff as presented on our consolidated balance sheet. We have elected to offset the recognized fair value amounts for multiple derivative instruments executed with the same counterparty in our financial statements when a legal right of setoff exists.

		Millions of Dollars					
		Amounts Subject to Right of Setoff					
	Gross Amounts Recognized	Amounts Not Subject to Right of Setoff	Gross Amounts	Gross Amounts Offset	Net Amounts Presented	Cash Collateral	Net Amounts
June 30, 2025							
Assets	\$ 583	1	582	401	181	—	181
Liabilities	558	1	557	401	156	33	123
December 31, 2024							
Assets	\$ 488	—	488	278	210	—	210
Liabilities	480	—	480	278	202	73	129

At June 30, 2025, and December 31, 2024, we did not present any amounts gross on our consolidated balance sheet where we had the right of setoff.



**Reported Fair Values of Financial Instruments**

We used the following methods and assumptions to estimate the fair value of financial instruments:

- Cash and cash equivalents and short-term investments: The carrying amount reported on the balance sheet approximates fair value. For those investments classified as available for sale debt securities, the carrying amount reported on the balance sheet is fair value.
- Accounts and notes receivable (including long-term and related parties): The carrying amount reported on the balance sheet approximates fair value.
- Investments in debt securities classified as available for sale: The fair value of investments in debt securities categorized as Level 1 in the fair value hierarchy is measured using exchange prices. The fair value of investments in debt securities categorized as Level 2 in the fair value hierarchy is measured using pricing provided by brokers or pricing service companies that are corroborated with market data. *See Note 10.*
- Accounts payable (including related parties) and floating-rate debt: The carrying amount of accounts payable and floating-rate debt reported on the balance sheet approximates fair value.
- Fixed-rate debt: The estimated fair value of fixed-rate debt is measured using prices available from a pricing service that is corroborated by market data; therefore, these liabilities are categorized as Level 2 in the fair value hierarchy.
- Commercial paper: The carrying amount of our commercial paper instruments approximates fair value and is reported on the balance sheet as short-term debt.

The following table summarizes the net fair value of financial instruments (i.e., adjusted where the right of setoff exists for commodity derivatives):

	Millions of Dollars			
	Carrying Amount		Fair Value	
	June 30 2025	December 31 2024	June 30 2025	December 31 2024
<b>Financial Assets</b>				
Commodity derivatives	\$ 182	210	182	210
Investments in debt securities	1,585	1,551	1,585	1,551
<b>Financial Liabilities</b>				
Total debt, excluding finance leases	22,663	23,384	22,447	22,997
Commodity derivatives	124	129	124	129

**Note 12—Accumulated Other Comprehensive Income (Loss)**

Accumulated other comprehensive income (loss) in the equity section of our consolidated balance sheet includes:

	Millions of Dollars				
	Defined Benefit Plans	Unrealized Holding Gain/(Loss) on Securities	Foreign Currency Translation	Unrealized Gain/(Loss) on Hedging Activities	Accumulated Other Comprehensive Income/(Loss)
December 31, 2024	\$ (390)	3	(6,104)	18	(6,473)
<b>Other comprehensive income (loss)</b>	<b>13</b>	<b>4</b>	<b>554</b>	<b>—</b>	<b>571</b>
<b>June 30, 2025</b>	<b>\$ (377)</b>	<b>7</b>	<b>(5,550)</b>	<b>18</b>	<b>(5,902)</b>

## Note 13—Cash Flow Information

	Millions of Dollars	
	Six Months Ended	
	June 30	
	2025	2024
<b>Cash Payments</b>		
Interest	\$ 325	404
Income taxes	3,198	2,067
<b>Net Sales (Purchases) of Investments</b>		
Short-term investments purchased	\$ (461)	(1,502)
Short-term investments sold	794	971
Long-term investments purchased	(459)	(347)
Long-term investments sold	118	84
	\$ (8)	(794)

For additional information on cash and non-cash changes to our consolidated balance sheet, *See Note 3* regarding assets sold during the period.

## Note 14—Employee Benefit Plans

## Pension and Postretirement Plans

	Millions of Dollars					
	Pension Benefits				Other Benefits	
	2025		2024		2025	2024
	U.S.	Int'l.	U.S.	Int'l.		
<b>Components of Net Periodic Benefit Cost</b>						
Three Months Ended June 30						
Service cost	\$ 14	8	13	9	1	1
Interest cost	23	31	19	28	2	2
Expected return on plan assets	(19)	(44)	(17)	(40)		
Amortization of prior service cost (credit)	—	1	—	—	(6)	(10)
Recognized net actuarial loss (gain)	2	12	2	14	—	—
Net periodic benefit cost	\$ 20	8	17	11	(3)	(7)
Six Months Ended June 30						
Service cost	\$ 29	16	25	19	1	1
Interest cost	46	62	38	57	4	3
Expected return on plan assets	(38)	(89)	(33)	(81)		
Amortization of prior service cost (credit)	—	1	—	—	(12)	(19)
Recognized net actuarial loss (gain)	5	23	4	28	—	—
Settlements	—	1	—	—		
Net periodic benefit cost	\$ 42	14	34	23	(7)	(15)

The components of net periodic benefit cost, other than the service cost component, are included in the "Other expenses" line of our consolidated income statement.

**Note 15—Related Party Transactions**

The following tables summarize the related party balances and activities which are primarily with equity affiliates:

	Millions of Dollars	
	June 30 2025	December 31 2024
<b>Balance Sheet</b>		
Accounts and notes receivable	\$ 61	74
Accounts payable	56	57

	Millions of Dollars			
	Three Months Ended June 30		Six Months Ended June 30	
	2025	2024	2025	2024
<b>Income Statement</b>				
Operating revenues and other income	\$ 25	23	49	41
Purchased commodities	—	—	2	—
Operating expenses and selling, general and administrative expenses	73	57	158	112

## Note 16—Sales and Other Operating Revenues

### Revenue from Contracts with Customers

The following table provides further disaggregation of our consolidated sales and other operating revenues:

	Millions of Dollars			
	Three Months Ended June 30		Six Months Ended June 30	
	2025	2024	2025	2024
Revenue from contracts with customers	\$ 12,621	12,660	27,100	24,967
Revenue from contracts outside the scope of ASC Topic 606				
Physical contracts meeting the definition of a derivative	1,445	1,003	3,415	2,568
Financial derivative contracts	(62)	(43)	6	(67)
Consolidated sales and other operating revenues	\$ 14,004	13,620	30,521	27,468

Revenues from contracts outside the scope of ASC Topic 606 relate primarily to physical gas contracts at market prices, which qualify as derivatives accounted for under ASC Topic 815, “Derivatives and Hedging,” and for which we have not elected NPNS. There is no significant difference in contractual terms or the policy for recognition of revenue from these contracts and those within the scope of ASC Topic 606. The following disaggregation of revenues is provided in conjunction with *Note 18—Segment Disclosures and Related Information*:

	Millions of Dollars			
	Three Months Ended June 30		Six Months Ended June 30	
	2025	2024	2025	2024
<b>Revenue from Contracts Outside the Scope of ASC Topic 606 by Segment</b>				
Lower 48	\$ 1,154	743	2,654	2,002
Canada	159	91	374	308
Europe, Middle East and North Africa	132	169	387	258
Physical contracts meeting the definition of a derivative	\$ 1,445	1,003	3,415	2,568

	Millions of Dollars			
	Three Months Ended June 30		Six Months Ended June 30	
	2025	2024	2025	2024
<b>Revenue from Contracts Outside the Scope of ASC Topic 606 by Product</b>				
Crude oil	\$ 48	53	157	53
Natural gas	1,117	715	2,763	1,914
Other	280	235	495	601
Physical contracts meeting the definition of a derivative	\$ 1,445	1,003	3,415	2,568

### Practical Expedients

Typically, our commodity sales contracts are less than 12 months in duration; however, in certain specific cases may extend longer, which may be out to the end of field life. We have long-term commodity sales contracts which use prevailing market prices at the time of delivery, and under these contracts, the market-based variable consideration for each performance obligation (i.e., delivery of commodity) is allocated to each wholly unsatisfied performance obligation within the contract. Accordingly, we have applied the practical expedient allowed in ASC Topic 606 and do not disclose the aggregate amount of the transaction price allocated to performance obligations or when we expect to recognize revenues that are unsatisfied as of the end of the reporting period.

**Receivables from Contracts with Customers**

At June 30, 2025, the “Accounts and notes receivable” line on our consolidated balance sheet included trade receivables of \$4,537 million compared with \$5,398 million at December 31, 2024, and included both contracts with customers within the scope of ASC Topic 606 and those that are outside the scope of ASC Topic 606. We typically receive payment within 30 days or less (depending on the terms of the invoice) once delivery is made. Revenues that are outside the scope of ASC Topic 606 relate primarily to physical natural gas sales contracts at market prices for which we do not elect NPNS and are therefore accounted for as a derivative under ASC Topic 815. There is little distinction in the nature of the customer or credit quality of trade receivables associated with natural gas sold under contracts for which NPNS has not been elected compared with trade receivables where NPNS has been elected.

**Note 17—Earnings Per Share**

The following table presents the calculation of net income (loss) available to common shareholders and basic and diluted EPS. For the periods presented in the table below, diluted EPS calculated under the two-class method was more dilutive.

	Millions of Dollars (except per share amounts)			
	Three Months Ended June 30		Six Months Ended June 30	
	2025	2024	2025	2024
<b>Basic earnings per share</b>				
Net Income (Loss)	\$ 1,971	2,329	4,820	4,880
Less: Dividends and undistributed earnings allocated to participating securities	7	7	17	15
Net Income (Loss) available to common shareholders	\$ 1,964	2,322	4,803	4,865
Weighted-average common shares outstanding (in millions)	1,258	1,168	1,265	1,173
<b>Net Income (Loss) Per Share of Common Stock</b>	<b>\$ 1.56</b>	1.99	<b>3.80</b>	4.15
<b>Diluted earnings per share</b>				
Net Income (Loss) available to common shareholders	\$ 1,964	2,322	4,803	4,865
Weighted-average common shares outstanding (in millions)	1,258	1,168	1,265	1,173
Add: Dilutive impact of options and unvested non-participating RSU/PSUs (in millions)	1	2	2	3
Weighted-average diluted shares outstanding (in millions)	1,259	1,170	1,267	1,176
<b>Net Income (Loss) Per Share of Common Stock</b>	<b>\$ 1.56</b>	1.98	<b>3.79</b>	4.14

**Note 18—Segment Disclosures and Related Information**

We explore for, produce, transport and market crude oil, bitumen, natural gas, LNG and NGLs on a worldwide basis. We manage our operations through six operating segments, which are primarily defined by geographic region: Alaska; Lower 48 (L48); Canada; Europe, Middle East and North Africa (EMENA); Asia Pacific (AP); and Other International (OI).

Corporate and Other (Corporate) represents income and costs not directly associated with an operating segment, such as most interest expense; premiums on early retirement of debt; corporate overhead and certain technology activities, including licensing revenues. Corporate assets include all cash and cash equivalents and short-term investments.

Our chief operating decision maker (CODM) is our Chairman of the Board of Directors and Chief Executive Officer, who evaluates performance and allocates resources among our operating segments based on each segment's net income (loss). This is done through the annual budget and forecasting process.

Intersegment sales are at prices that approximate market.

## Analysis of Results by Operating Segment

## Three Months Ended June 30, 2025

	Millions of Dollars							
	Alaska	L48	Canada	EMENA	AP	OI	Corporate	Consolidated Total
<b>Segment sales and other operating revenues</b>								
Sales and other operating revenues	\$ 1,315	9,966	1,334	1,400	471	—	14	14,500
Intersegment eliminations	—	(3)	(486)	—	—	—	(7)	(496)
Consolidated sales and other operating revenues	1,315	9,963	848	1,400	471	—	7	14,004
<b>Significant segment expenses*</b>								
Production and operating expenses	546	1,474	216	232	85	—	19	2,572
DD&A	361	2,003	143	198	118	—	15	2,838
Income tax provision (benefit)	47	382	50	593	67	—	(93)	1,046
Total	954	3,859	409	1,023	270	—	(59)	6,456
<b>Other segment items</b>								
Equity in earnings of affiliates	—	(4)	—	(115)	(185)	—	(11)	(315)
Interest income	—	—	—	—	(2)	—	(65)	(67)
Interest and debt expense	—	—	—	—	—	—	232	232
Other**	226	4,709	290	255	58	(1)	190	5,727
Total	226	4,705	290	140	(129)	(1)	346	5,577
Net Income (Loss)	\$ 135	1,399	149	237	330	1	(280)	1,971

\*The significant segment expense categories and amounts in the table above align with segment-level information that is regularly provided to the CODM.

\*\*Other segment items not required to be separately disclosed for each reportable segment include:

**Gain (loss) on disposition and impairments:** L48

**Other income:** L48, EMENA, OI and Corporate

**Purchased commodities and Accretion on discounted liabilities:** Alaska, L48, Canada, EMENA and AP

**Selling, general and administrative expenses:** Alaska, L48, Canada, EMENA, AP, OI and Corporate

**Exploration expenses and Taxes other than income taxes:** Alaska, L48, Canada, EMENA, AP and Corporate

**Foreign currency transaction (gain) loss:** Canada, EMENA, AP and Corporate

**Other expenses:** L48, EMENA and Corporate

## Other Segment Disclosures

## Three Months Ended June 30, 2025

	Millions of Dollars							
	Alaska	L48	Canada	EMENA	AP	OI	Corporate	Consolidated Total
Investment in and advances to affiliates	\$ 4	126	—	2,084	5,172	—	1,612	8,998
Total Assets	19,374	65,087	10,029	10,128	8,515	—	9,466	122,599
Capital expenditures and investments	986	1,704	144	356	64	—	32	3,286

Three Months Ended June 30, 2024

	Millions of Dollars							
	Alaska	L48	Canada	EMENA	AP	OI	Corporate	Consolidated Total
<b>Segment sales and other operating revenues</b>								
Sales and other operating revenues	\$ 1,783	9,053	1,553	1,296	543	—	11	14,239
Intersegment eliminations	—	—	(612)	—	—	—	(7)	(619)
Consolidated sales and other operating revenues	1,783	9,053	941	1,296	543	—	4	13,620
<b>Significant segment expenses*</b>								
Production and operating expenses	490	1,158	223	162	92	—	39	2,164
DD&A	321	1,557	166	175	107	—	8	2,334
Income tax provision (benefit)	135	367	86	666	95	—	(19)	1,330
Total	946	3,082	475	1,003	294	—	28	5,828
<b>Other segment items</b>								
Equity in earnings of affiliates	—	—	—	(137)	(268)	—	2	(403)
Interest income	—	—	—	—	(2)	—	(95)	(97)
Interest and debt expense	—	—	—	—	—	—	198	198
Other**	477	4,712	205	179	75	(3)	120	5,765
Total	477	4,712	205	42	(195)	(3)	225	5,463
Net Income (Loss)	\$ 360	1,259	261	251	444	3	(249)	2,329

\*The significant segment expense categories and amounts in the table above align with segment-level information that is regularly provided to the CODM.

\*\*Other segment items not required to be separately disclosed for each reportable segment include:

**Gain (loss) on disposition:** L48

**Other income:** L48, Canada, EMENA, AP, OI and Corporate

**Purchased commodities and Exploration expenses:** Alaska, L48, Canada, EMENA and AP

**Selling, general and administrative expenses:** Alaska, L48, Canada, EMENA, AP, OI and Corporate

**Impairments:** Alaska and L48

**Taxes other than income taxes and Accretion on discounted liabilities:** Alaska, L48, Canada, EMENA, AP and Corporate

**Foreign currency transaction (gain) loss:** Canada, EMENA, AP and Corporate

**Other expenses:** Alaska, EMENA and Corporate

## Other Segment Disclosures

Three Months Ended June 30, 2024

	Millions of Dollars							
	Alaska	L48	Canada	EMENA	AP	OI	Corporate	Consolidated Total
Investment in and advances to affiliates	\$ 33	122	—	1,265	5,143	5	1,489	8,057
Total Assets	17,124	42,659	10,047	7,968	8,483	5	9,708	95,994
Capital expenditures and investments	691	1,649	131	227	90	—	181	2,969

## Six Months Ended June 30, 2025

Six Months Ended June 30, 2025	Millions of Dollars							
	Alaska	L48	Canada	EMENA	AP	OI	Corporate	Consolidated Total
Segment sales and other operating revenues								
Sales and other operating revenues	\$ 2,925	21,514	2,866	3,340	895	—	32	31,572
Intersegment eliminations	—	(3)	(1,033)	—	—	—	(15)	(1,051)
Consolidated sales and other operating revenues	2,925	21,511	1,833	3,340	895	—	17	30,521
Significant segment expenses*								
Production and operating expenses	1,052	2,965	417	456	150	—	38	5,078
DD&A	716	3,907	274	417	237	—	33	5,584
Income tax provision (benefit)	186	830	131	1,515	131	—	(130)	2,663
Total	1,954	7,702	822	2,388	518	—	(59)	13,325
Other segment items								
Equity in earnings of affiliates	—	(8)	—	(288)	(391)	—	(20)	(707)
Interest income	—	—	—	—	(4)	—	(139)	(143)
Interest and debt expense	—	—	—	—	—	—	437	437
Other**	509	10,628	606	584	131	(3)	334	12,789
Total	509	10,620	606	296	(264)	(3)	612	12,376
Net Income (Loss)	\$ 462	3,189	405	656	641	3	(536)	4,820

\*The significant segment expense categories and amounts in the table above align with segment-level information that is regularly provided to the CODM.

\*\*Other segment items not required to be separately disclosed for each reportable segment include:

**Gain (loss) on disposition:** L48 and OI

**Other income:** L48, Canada, EMENA, AP, OI and Corporate

**Purchased commodities:** Alaska, L48, Canada, EMENA and AP

**Selling, general and administrative expenses:** Alaska, L48, Canada, EMENA, AP, OI and Corporate

**Exploration expenses, Taxes other than income taxes and Accretion on discounted liabilities:** Alaska, L48, Canada, EMENA, AP and Corporate

**Impairments:** L48 and EMENA

**Foreign currency transaction (gain) loss:** Canada, EMENA, AP and Corporate

**Other expenses:** EMENA and Corporate

## Other Segment Disclosures

## Six Months Ended June 30, 2025

	Millions of Dollars							Consolidated Total
	Alaska	L48	Canada	EMENA	AP	OI	Corporate	
Investment in and advances to affiliates	\$ 4	126	—	2,084	5,172	—	1,612	8,998
Total Assets	19,374	65,087	10,029	10,128	8,515	—	9,466	122,599
Capital expenditures and investments	2,032	3,518	309	630	118	—	57	6,664



Six Months Ended June 30, 2024

	Millions of Dollars							
	Alaska	L48	Canada	EMENA	AP	OI	Corporate	Consolidated Total
<b>Segment sales and other operating revenues</b>								
Sales and other operating revenues	\$ 3,453	18,362	2,997	2,753	1,017	—	24	28,606
Intersegment eliminations	—	(1)	(1,120)	—	—	—	(17)	(1,138)
Consolidated sales and other operating revenues	3,453	18,361	1,877	2,753	1,017	—	7	27,468
<b>Significant segment expenses*</b>								
Production and operating expenses	969	2,240	440	317	171	—	42	4,179
DD&A	645	2,989	324	355	217	—	15	4,545
Income tax provision (benefit)	257	752	142	1,443	100	—	(107)	2,587
Total	1,871	5,981	906	2,115	488	—	(50)	11,311
<b>Other segment items</b>								
Equity in earnings of affiliates	—	—	—	(277)	(550)	—	3	(824)
Interest income	—	—	—	—	(4)	—	(196)	(200)
Interest and debt expense	—	—	—	—	—	—	403	403
Other**	876	9,740	530	360	127	(2)	267	11,898
Total	876	9,740	530	83	(427)	(2)	477	11,277
Net income (Loss)	\$ 706	2,640	441	555	956	2	(420)	4,880

\*The significant segment expense categories and amounts in the table above align with segment-level information that is regularly provided to the CODM.

\*\*Other segment items not required to be separately disclosed for each reportable segment include:

**Gain (loss) on disposition:** L48 and OI

**Other income:** L48, Canada, EMENA, AP, OI and Corporate

**Purchased commodities:** Alaska, L48, Canada, EMENA and AP

**Selling, general and administrative expenses:** Alaska, L48, Canada, EMENA, AP, OI and Corporate

**Exploration expenses, Taxes other than income taxes and Accretion on discounted liabilities:** Alaska, L48, Canada, EMENA, AP and Corporate

**Impairments:** Alaska and L48

**Foreign currency transaction (gain) loss:** Canada, EMENA, AP and Corporate

**Other expenses:** Alaska, L48 and EMENA

## Other Segment Disclosures

Six Months Ended June 30, 2024

	Millions of Dollars							
	Alaska	L48	Canada	EMENA	AP	OI	Corporate	Consolidated Total
Investment in and advances to affiliates	\$ 33	122	—	1,265	5,143	5	1,489	8,057
Total Assets	17,124	42,659	10,047	7,968	8,483	5	9,708	95,994
Capital expenditures and investments	1,411	3,265	283	446	135	—	345	5,885

	Millions of Dollars			
	Three Months Ended June 30		Six Months Ended June 30	
	2025	2024	2025	2024
<b>Sales and Other Operating Revenues by Geographic Location*</b>				
U.S.	\$ 11,137	10,776	24,249	21,756
Canada	742	941	1,689	1,877
China	255	275	492	488
Equatorial Guinea	117	—	356	—
Libya	406	470	916	970
Malaysia	217	268	403	529
Norway	428	514	1,034	1,138
Singapore	105	—	144	—
U.K.	596	374	1,236	707
Other foreign countries	1	2	2	3
Worldwide consolidated	\$ 14,004	13,620	30,521	27,468
<b>Sales and Other Operating Revenues by Product</b>				
Crude oil	\$ 9,528	10,112	20,361	19,674
Natural gas	1,930	1,175	4,762	3,057
Natural gas liquids	938	662	1,993	1,342
Other**	1,608	1,671	3,405	3,395
Consolidated sales and other operating revenues by product	\$ 14,004	13,620	30,521	27,468

\*Sales and other operating revenues are attributable to countries based on the location of the selling operation.

\*\*Includes bitumen and power.

### Note 19—Income Taxes

Our effective tax rate for the three-month periods ended June 30, 2025, and June 30, 2024, was 34.7 percent and 36.3 percent, respectively. The change in the effective tax rate for the three-month period ended June 30, 2025, is primarily due to a shift in our mix of income among taxing jurisdictions.

Our effective tax rate for the six-month periods ended June 30, 2025, and 2024, was 35.6 percent and 34.6 percent, respectively. The change in the effective tax rate for the six-month period ended June 30, 2025, is primarily due to a shift in our mix of income among taxing jurisdictions partly offset by a change to our valuation allowance in the current year and the recognition of a Malaysia tax benefit occurring in the prior year, both described below.

During the first quarter of 2025, our valuation allowance decreased \$56 million, relating to the expected utilization of previously unrecognized capital loss carryforwards due to our agreement to sell our interests in the Ursa and Europa fields, and the Ursa Oil Pipeline Company LLC to Shell Offshore Inc. and Shell Pipeline Company LP.

During the first quarter of 2024, we recorded a \$76 million tax benefit associated with a deepwater investment tax incentive for Malaysia Blocks J and G.

On July 4, 2025, the One Big Beautiful Bill Act (OBBBA) was signed into law in the United States. The impacts of the OBBBA are currently under review and will be reflected in our consolidated financial statements starting in the third quarter of 2025.

The Company has ongoing income tax audits in a number of jurisdictions. The government agents in charge of these audits regularly request additional time to complete audits, which we generally grant, and conversely occasionally close audits unpredictably. Within the next twelve months, we may have audit periods close that could significantly impact our total unrecognized tax benefits. The amount of such change is not estimable but could be significant when compared with our total unrecognized tax benefits.

### Note 20—New Accounting Standards

In December 2023, the FASB issued ASU No. 2023-09, “Improvements to Income Tax Disclosures” which enhances the disclosure requirements within Topic 740 “Income Taxes.” The enhancements will impact our financial statement disclosures only and will be applied prospectively with retrospective application permitted. The ASU is effective for annual periods beginning after December 15, 2024, and early adoption is permitted. We are currently evaluating the impact of the adoption of this ASU.

In November 2024, the FASB issued ASU No. 2024-03, “Disaggregation of Income Statement Expenses” to improve the disclosures about a public business entity’s expenses (including purchases of inventory, employee compensation, depreciation, depletion and amortization) in commonly presented expense captions. The ASU will impact our financial statement disclosures only and will be applied prospectively with retrospective application permitted. The ASU is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027, and early adoption is permitted. We are currently evaluating the impact of the adoption of this ASU.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

*Management's Discussion and Analysis is the company's analysis of its financial performance and of significant trends that may affect future performance. It should be read in conjunction with the financial statements and notes. It contains forward-looking statements including, without limitation, statements relating to the company's plans, strategies, objectives, expectations and intentions that are made pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. The words "ambition," "anticipate," "believe," "budget," "continue," "could," "effort," "estimate," "expect," "forecast," "goal," "guidance," "intend," "may," "objective," "outlook," "plan," "potential," "predict," "projection," "seek," "should," "target," "will," "would" and similar expressions identify forward-looking statements. The company does not undertake to update, revise or correct any of the forward-looking information unless required to do so under the federal securities laws. Readers are cautioned that such forward-looking statements should be read in conjunction with the company's disclosures under the heading: "CAUTIONARY STATEMENT FOR THE PURPOSES OF THE 'SAFE HARBOR' PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995," beginning on page 53.*

*The terms "earnings" and "loss" as used in Management's Discussion and Analysis refer to net income (loss).*

### Business Environment and Executive Overview

ConocoPhillips is one of the world's leading E&P companies based on production and reserves, with operations and activities in 14 countries. Our diverse, low cost of supply portfolio includes resource-rich unconventional plays in North America; conventional assets in North America, Europe, Africa and Asia; global LNG developments; oil sands in Canada; and an inventory of global exploration prospects. Headquartered in Houston, Texas, at June 30, 2025, we employed approximately 11,700 people worldwide and had total assets of \$123 billion.

#### Overview

At ConocoPhillips, we anticipate that commodity prices will continue to be cyclical and volatile, and our view is that a successful business strategy in the E&P industry must be resilient in lower price environments while also retaining upside during periods of higher prices. As such, we are unhedged, remain committed to our disciplined investment framework and continually monitor market fundamentals, including the impacts associated with geopolitical tensions and conflicts, global demand for our products, oil and gas inventory levels, governmental policies, tariffs, inflation and supply chain disruptions.

In the second quarter of 2025, the price of crude oil continued to decline due to multiple macroeconomic and geopolitical forces which slowed global oil demand growth concurrent with higher oil production from OPEC Plus and other major oil producing countries. We continue to closely monitor the macroeconomic environment, including any impacts from tariffs, and the ongoing market volatility in the energy landscape and across global markets for implications to our business, results of operations and financial condition.

The global energy industry continues to evolve. We believe ConocoPhillips plays an essential role in responsibly meeting the global demand for energy, while continuing to deliver competitive returns on and of capital and working to meet our previously established emissions-reduction targets. We call this our Triple Mandate, and it represents our commitment to create long-term value for stockholders. Our value proposition to deliver competitive returns to stockholders through price cycles is guided by our foundational principles which consist of maintaining balance sheet strength, providing peer-leading distributions, making disciplined investments, and demonstrating responsible and reliable ESG performance.

In November 2024, we completed our acquisition of Marathon Oil Corporation (Marathon Oil). In the first half of 2025, we completed the asset integration of Marathon Oil and remain on track for more than \$1 billion of synergies on a run-rate basis by year-end 2025 and over \$1 billion of one-time benefits. These one-time benefits include \$0.5 billion recognized previously upon close of the transaction related to the utilization of foreign tax credits, with the remainder consisting of net operating losses expected to be realized in future periods. In August 2025, we announced incremental cost reductions and margin enhancements of more than \$1 billion anticipated on a run-rate basis by year-end 2026. *See Note 3.*

In conjunction with our acquisition of Marathon Oil, we communicated a disposition proceeds target of \$2 billion across the portfolio. In August 2025, we announced an increase to this target for a total of \$5 billion by year-end 2026. Through the second quarter of 2025, we have sold assets in the Lower 48 segment for proceeds of approximately \$1.3 billion, including noncore assets in our Lower 48 segment sold in the first quarter of 2025 and the Ursa and Europa fields and Ursa Oil Pipeline Company LLC sold in the second quarter of 2025. In July 2025, we signed an agreement to divest assets in the Anadarko Basin for approximately \$1.3 billion, subject to customary closing adjustments. This transaction is expected to close at the beginning of the fourth quarter of 2025. *See Note 3.*

In April 2025, we entered into a nine-year agreement securing regasification capacity at the Dunkerque LNG terminal in France which includes regasification services for approximately 1.5 MTPA of LNG expected to begin in 2028 that provides additional access to the European natural gas market.

Additionally, in May 2025, we entered into a 15-year LNG sales agreement for approximately 0.3 MTPA into Asia starting in 2028.

On July 4, 2025, the One Big Beautiful Bill Act (OBBBA) was signed into law in the United States. The impacts of the OBBBA are currently under review and will be reflected in our consolidated financial statements starting in the third quarter of 2025, including an expected full-year 2025 cash tax benefit of approximately \$0.5 billion, primarily due to an acceleration of tax depreciation.

In August 2025, we declared a third-quarter ordinary dividend of \$0.78 per share.

Production was 2,391 MBOED in the second quarter of 2025, an increase of 446 MBOED from the same period a year ago. After adjusting for impacts from closed acquisitions and dispositions, second-quarter 2025 production increased by 72 MBOED or three percent from the same period a year ago.

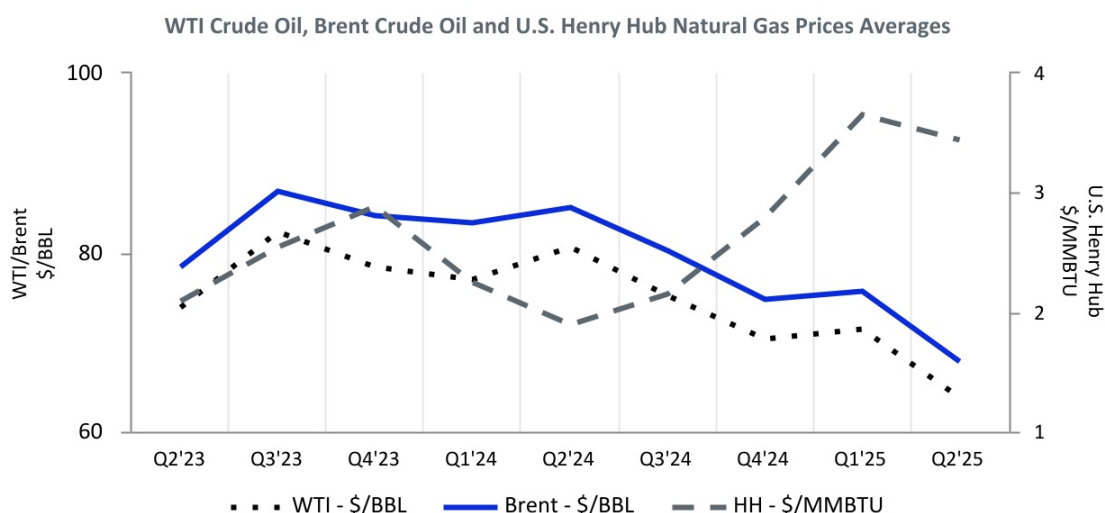
Second-quarter 2025 production resulted in \$3.5 billion of cash provided by operating activities. We returned \$2.2 billion to shareholders, consisting of \$1.2 billion through share repurchases and \$1.0 billion through our ordinary dividend. We ended the quarter with cash, cash equivalents, restricted cash and short-term investments totaling \$5.7 billion and long-term investments in debt securities of \$1.1 billion.

Also in the second quarter of 2025, we re-invested \$3.3 billion into the business in the form of capital expenditures and investments, with over half of the expenditures related to flexible, short-cycle unconventional plays in the Lower 48 segment, where our production has access to both domestic and export markets.

## Business Environment

Commodity prices are the most significant factor impacting our profitability and related returns on and of capital to our shareholders. Dynamics that could influence world energy markets and commodity prices include, but are not limited to, global economic health, supply or demand disruptions or fears thereof caused by civil unrest, global pandemics, military conflicts, actions taken by OPEC Plus and other major oil producing countries, environmental laws, tariffs, governmental policies and weather-related disruptions. Our strategy is to create value through price cycles by delivering on the financial, operational and ESG priorities that underpin our value proposition.

Our earnings and operating cash flows generally correlate with price levels for crude oil and natural gas, which are subject to factors external to the company and over which we have no control. The following graph depicts the trend in average benchmark prices for WTI crude oil, Brent crude oil and U.S. Henry Hub natural gas:



Brent crude oil prices averaged \$67.82 per barrel in the second quarter of 2025, a decrease of 20 percent compared with \$84.94 per barrel in the second quarter of 2024. WTI at Cushing crude oil prices averaged \$63.74 per barrel in the second quarter of 2025, a decrease of 21 percent compared with \$80.57 per barrel in the second quarter of 2024. Oil prices were lower in the second quarter of 2025 due to higher global oil supplies and slower global economic and oil demand growth.

U.S. Henry Hub natural gas prices averaged \$3.44 per MMBTU in the second quarter of 2025, an increase of 82 percent compared with \$1.89 per MMBTU in the second quarter of 2024. U.S. Henry Hub prices improved due to stronger demand and lower inventory levels versus the same time last year. The risk of volatility in regional markers remains throughout 2025.

Our realized bitumen price averaged \$39.43 per barrel in the second quarter of 2025, a decrease of 28 percent compared with \$54.59 per barrel in the second quarter of 2024. The decrease in the second quarter of 2025 was driven by falling WTI prices due to concerns over a slowdown in global trade and OPEC Plus increasing production targets, partly offset by strengthened WCS differentials due to additional egress capacity at the Trans Mountain Pipeline Expansion.

For the second quarter of 2025, our total average realized price was \$45.77 per BOE, a decrease of 19 percent compared with \$56.56 per BOE in the second quarter of 2024.

**Key Operating and Financial Summary**

- Reported second-quarter 2025 earnings per share of \$1.56.
- Generated cash provided by operating activities of \$3.5 billion.
- Declared third-quarter ordinary dividend of \$0.78 per share.
- Completed the asset integration of Marathon Oil and remain on track for more than \$1 billion of synergies on a run-rate basis by year-end 2025 and over \$1 billion of one-time benefits.
- Announced incremental cost reductions and margin enhancements of more than \$1 billion anticipated on a run-rate basis by year-end 2026.
- Signed an agreement to sell Anadarko Basin assets for \$1.3 billion, subject to customary closing adjustments, expected to close at the beginning of the fourth quarter, exceeding \$2 billion disposition target ahead of schedule.
- Increased disposition target to \$5 billion by year-end 2026.
- Delivered total company and Lower 48 production of 2,391 MBOED and 1,508 MBOED, respectively.
- Achieved optimized level of steady-state activity in the Lower 48 following the asset integration of Marathon Oil.
- Advanced global LNG strategy by signing a regasification agreement at the Dunkerque terminal in France and a sales agreement in Asia, both expected to begin in 2028.
- Successfully completed planned turnarounds in Norway and Qatar.
- Distributed \$2.2 billion to shareholders, including \$1.2 billion through share repurchases and \$1.0 billion through the ordinary dividend
- Ended the quarter with cash, cash equivalents, restricted cash and short-term investments of \$5.7 billion and long-term investments of \$1.1 billion.

**Outlook****Production**

Third-quarter 2025 production is expected to be 2.33 to 2.37 MMBOED.

Full-year production is expected to be 2.35 to 2.37 MMBOED. The midpoint of full-year production guidance remains unchanged, even after adjusting for announced and closed dispositions.

All other guidance remains unchanged.

## Results of Operations

Unless otherwise indicated, discussion of consolidated results for the three- and six-month periods ended June 30, 2025, is based on a comparison with the corresponding period of 2024.

### Consolidated Results

#### Summary Operating Statistics

	Three Months Ended June 30		Six Months Ended June 30	
	2025	2024	2025	2024
<b>Average Net Production</b>				
Crude oil (MBD)				
Consolidated operations	1,144	942	1,149	934
Equity affiliates	11	13	12	15
Total crude oil	1,155	955	1,161	949
Natural gas liquids (MBD)				
Consolidated operations	418	287	406	279
Equity affiliates	6	8	7	8
Total natural gas liquids	424	295	413	287
Bitumen (MBD)	144	133	144	131
Natural gas (MMCFD)				
Consolidated operations	2,855	2,123	2,848	2,079
Equity affiliates	1,150	1,247	1,190	1,257
Total natural gas	4,005	3,370	4,038	3,336
<b>Total Production (MBOED)</b>	<b>2,391</b>	<b>1,945</b>	<b>2,391</b>	<b>1,923</b>
<b>Total Production (MMBOE)</b>	<b>218</b>	<b>177</b>	<b>433</b>	<b>350</b>

		Dollars Per Unit			
Average Sales Prices					
Crude oil (per BBL)					
Consolidated operations	\$	64.21	81.31	67.92	80.00
Equity affiliates		65.87	80.34	71.15	78.47
Total crude oil		64.23	81.30	67.95	79.98
Natural gas liquids (per BBL)					
Consolidated operations		20.51	21.84	22.60	22.57
Equity affiliates		48.93	49.83	50.72	51.00
Total natural gas liquids		20.98	22.60	23.11	23.40
Bitumen (per BBL)		39.43	54.59	42.30	49.44
Natural gas (per MCF)					
Consolidated operations		2.99	1.88	3.88	2.39
Equity affiliates		6.91	7.98	7.24	8.12
Total natural gas	\$	4.16	4.22	4.90	4.61



	Millions of Dollars			
	Three Months Ended June 30		Six Months Ended June 30	
	2025	2024	2025	2024
<b>Exploration Expenses</b>				
General administrative, geological and geophysical, lease rental and other	\$ 57	73	113	166
Leasehold impairment	18	4	36	4
Dry holes	6	25	49	44
	\$ 81	102	198	214

### Total Company Production

We explore for, produce, transport and market crude oil, bitumen, natural gas, LNG and NGLs on a worldwide basis. In the quarter ended June 30, 2025, our operations were producing in the U.S., Australia, Canada, China, Equatorial Guinea, Libya, Malaysia, Norway and Qatar.

Total production in the second quarter of 2025 was 2,391 MBOED, an increase of 446 MBOED or 23 percent from the same period a year ago. Total production in the six-month period of 2025 was 2,391 MBOED, an increase of 468 MBOED or 24 percent from the same period a year ago. Production increases include:

- New wells online in the Lower 48, Alaska, Australia, Canada, China, Libya, Malaysia and Norway.
- Our acquisition of Marathon Oil, which closed in November 2024. *See Note 3.*

Production increases were partly offset by normal field decline.

After adjusting for impacts from closed acquisitions and dispositions, second-quarter 2025 production increased by 72 MBOED or three percent from the same period a year ago. After adjusting for closed acquisitions and dispositions, production in the six-month period of 2025 increased 96 MBOED or four percent from the same period a year ago.

## Income Statement Analysis

Unless otherwise indicated, all results in Income Statement Analysis are before-tax.

Below is select financial data provided on a consolidated basis. The full Income Statement can be found in *Item 1. Financial Statements*.

	Millions of Dollars			
	Three Months Ended June 30		Six Months Ended June 30	
	2025	2024	2025	2024
Sales and other operating revenues	\$ 14,004	13,620	30,521	27,468
Purchased commodities	5,085	4,858	11,273	10,192
Production and operating expenses	2,572	2,164	5,078	4,179
Depreciation, depletion and amortization	2,838	2,334	5,584	4,545
Taxes other than income taxes	572	536	1,123	1,091

Sales and other operating revenues for the three- and six-month periods of 2025 increased \$384 million and \$3,053 million, respectively. Increases in the second quarter were due to higher volumes of \$1,935 million, inclusive of sales volumes from our acquisition of Marathon Oil; higher realized natural gas prices of \$288 million and timing of sales as compared to the prior period. These increases were partly offset by lower crude, bitumen and NGL realized prices of \$2,029 million. Increases in the six-month period of 2025 were due to higher volumes of \$3,989 million, inclusive of sales volumes from our acquisition of Marathon Oil; timing of sales as compared to the prior period and higher realized natural gas prices of \$768 million. These increases were partly offset by lower crude, bitumen and NGL realized prices of \$2,698 million. *See Note 3.*

Purchased commodities for the three- and six-month periods of 2025 increased \$227 million and \$1,081 million, respectively. These increases were due to higher volumes associated with our acquisition of Marathon Oil, higher crude volumes and higher natural gas prices, partly offset by lower crude prices. *See Note 3.*

Production and operating expenses for the three- and six-month periods of 2025 increased \$408 million and \$899 million, respectively, primarily due to impacts from our acquisition of Marathon Oil in the fourth quarter of 2024. *See Note 3.*

DD&A for the three- and six-month periods of 2025 increased \$504 million and \$1,039 million, respectively, mainly due to impacts from our acquisition of Marathon Oil in the fourth quarter of 2024. *See Note 3.*

## Segment Results

Unless otherwise indicated, discussion of segment results for the three- and six-month periods ended June 30, 2025, is based on a comparison with the corresponding period of 2024 and are shown after-tax.

A summary of the company's net income (loss) by business segment follows:

	Millions of Dollars			
	Three Months Ended June 30		Six Months Ended June 30	
	2025	2024	2025	2024
Alaska	\$ 135	360	462	706
Lower 48	1,399	1,259	3,189	2,640
Canada	149	261	405	441
Europe, Middle East and North Africa	237	251	656	555
Asia Pacific	330	444	641	956
Other International	1	3	3	2
Corporate and Other	(280)	(249)	(536)	(420)
Net Income (Loss)	\$ 1,971	2,329	4,820	4,880

For further discussion of segment results, see the following pages.

## Alaska

	Three Months Ended June 30		Six Months Ended June 30	
	2025	2024	2025	2024
<b>Select financial data by segment before-tax (\$MM)</b>				
Sales and other operating revenues	\$ 1,315	1,783	2,925	3,453
Production and operating expenses	546	490	1,052	969
Depreciation, depletion and amortization	361	321	716	645
Taxes other than income taxes	128	130	188	264
<b>Net Income (Loss) (\$MM)</b>	<b>\$ 135</b>	<b>360</b>	<b>462</b>	<b>706</b>
<b>Average Net Production</b>				
Crude oil (MBD)	182	170	183	175
Natural gas liquids (MBD)	15	14	16	14
Natural gas (MMCFD)	48	36	48	39
<b>Total Production (MBOED)</b>	<b>205</b>	<b>190</b>	<b>207</b>	<b>196</b>
<b>Total Production (MMBOE)</b>	<b>19</b>	<b>17</b>	<b>37</b>	<b>36</b>
<b>Average Sales Prices</b>				
Crude oil (\$ per BBL)	\$ 70.87	86.44	73.90	85.08
Natural gas (\$ per MCF)	3.80	4.03	3.85	3.96

The Alaska segment primarily explores for, produces, transports and markets crude oil, NGLs and natural gas. As of June 30, 2025, Alaska contributed 12 percent of our consolidated liquids production and two percent of our consolidated natural gas production.

### Net Income (Loss)

Alaska reported earnings of \$135 million and \$462 million in the three- and six-month periods of 2025, respectively, compared with earnings of \$360 million and \$706 million in the three- and six-month periods of 2024, respectively.

Earnings in the second quarter of 2025 included lower sales revenues resulting from lower realized prices of \$207 million, partly offset by higher produced volumes of \$79 million. Decreases to earnings included higher production and operating expenses of \$41 million, driven by higher lease operating expenses and well work activity, and higher DD&A of \$30 million primarily driven by higher rates and higher production.

Earnings in the six-month period of 2025 included lower sales revenues resulting from lower realized prices of \$288 million, partly offset by higher produced volumes of \$103 million. Earnings decreases in the six-month period of 2025 included higher production and operating expenses of \$59 million, driven by higher lease operating expenses and well work activity, and higher DD&A of \$51 million. Increases to earnings included lower taxes other than income taxes of \$54 million driven by an impact from the settlement of a contingent matter.

### Production

Average production increased 15 MBOED and 11 MBOED in the three- and six-month periods of 2025, respectively. Increases to production were primarily due to new wells online and less downtime.

The production increases were partly offset by normal field decline.

**Lower 48**

	Three Months Ended June 30		Six Months Ended June 30	
	2025	2024	2025	2024
<b>Select financial data by segment before-tax (\$MM)</b>				
Sales and other operating revenues	\$ 9,963	9,053	21,511	18,361
Production and operating expenses	1,474	1,158	2,965	2,240
Depreciation, depletion and amortization	2,003	1,557	3,907	2,989
Taxes other than income taxes	396	340	825	690
<b>Net Income (Loss) (\$MM)</b>	<b>\$ 1,399</b>	<b>1,259</b>	<b>3,189</b>	<b>2,640</b>
<b>Average Net Production</b>				
Crude oil (MBD)	761	575	757	564
Natural gas liquids (MBD)	389	264	376	255
Natural gas (MMCFD)	2,146	1,597	2,113	1,539
<b>Total Production (MBOED)</b>	<b>1,508</b>	<b>1,105</b>	<b>1,485</b>	<b>1,075</b>
<b>Total Production (MMBOE)</b>	<b>137</b>	<b>101</b>	<b>269</b>	<b>196</b>
<b>Average Sales Prices</b>				
Crude oil (\$ per BBL)	\$ 61.90	78.72	65.60	77.14
Natural gas liquids (\$ per BBL)	20.52	21.57	22.59	22.10
Natural gas (\$ per MCF)	1.60	0.32	2.12	0.92

The Lower 48 segment consists of operations located in the U.S. Lower 48 states and commercial operations. As of June 30, 2025, the Lower 48 contributed 66 percent of our consolidated liquids production and 74 percent of our consolidated natural gas production.

**Net Income (Loss)**

Lower 48 reported earnings of \$1,399 million and \$3,189 million in the three- and six-month periods of 2025, respectively compared with earnings of \$1,259 million and \$2,640 million in the three- and six-month periods of 2024, respectively.

Earnings in the second quarter of 2025 included higher sales revenues resulting from higher volumes of \$1,251 million, which included volumes from our acquisition of Marathon Oil. Additional increases to revenues included a gain of \$254 million primarily associated with the divestiture of the Ursa and Europa fields, and Ursa Oil Pipeline Company LLC. These increases were partly offset by lower overall realized prices of \$747 million, driven by lower crude prices. Decreases to earnings in the second quarter of 2025 included higher DD&A of \$350 million and higher production and operating expenses of \$248 million, primarily from our acquisition of Marathon Oil. *See Note 3.*

Earnings in the six-month period of 2025 included higher sales revenues resulting from higher volumes of \$2,556 million which included volumes from our acquisition of Marathon Oil. Additional increases to revenues included a gain of \$242 million primarily associated with the divestiture of the Ursa and Europa fields, and Ursa Oil Pipeline Company LLC. These increases were partly offset by lower overall realized prices of \$863 million, driven by lower crude prices. Decreases to earnings in the six-month period of 2025 included higher DD&A of \$728 million and higher production and operating expenses of \$575 million, primarily from our acquisition of Marathon Oil. *See Note 3.*

**Production**

Average production increased 403 MBOED and 410 MBOED in the three- and six-month periods of 2025, respectively. Increases to production were primarily due to new wells online from our development programs in the Delaware Basin, Eagle Ford, Midland Basin and Bakken. Production also increased due to our acquisition of Marathon Oil in November 2024. *See Note 3.*

Production increases were partly offset by normal field decline.

Asset Dispositions

Through the second quarter of 2025, we have completed divestitures of noncore assets totaling approximately \$1.3 billion in proceeds. Production from these assets averaged approximately 26 MBOED in 2024. This is inclusive of noncore assets disposed of in the first quarter of 2025 as well as the disposition of the Ursa and Europa fields, and Ursa Oil Pipeline Company LLC in the second quarter of 2025. *See Note 3.*

Planned Dispositions

In July 2025, we signed an agreement to divest Lower 48 assets in the Anadarko Basin for approximately \$1.3 billion, subject to customary closing adjustments. This transaction is expected to close at the beginning of the fourth quarter of 2025. *See Note 3.*

## Canada

	Three Months Ended June 30		Six Months Ended June 30	
	2025	2024	2025	2024
<b>Select financial data by segment before-tax (\$MM)</b>				
Sales and other operating revenues	\$ 848	941	1,833	1,877
Production and operating expenses	216	223	417	440
Depreciation, depletion and amortization	143	166	274	324
Taxes other than income taxes	5	8	14	19
<b>Net Income (Loss) (\$MM)</b>	<b>\$ 149</b>	<b>261</b>	<b>405</b>	<b>441</b>
<b>Average Net Production</b>				
Crude oil (MBD)	20	17	18	17
Natural gas liquids (MBD)	6	6	6	6
Bitumen (MBD)	144	133	144	131
Natural gas (MMCFD)	124	121	117	110
<b>Total Production (MBOED)</b>	<b>191</b>	<b>176</b>	<b>187</b>	<b>173</b>
<b>Total Production (MMBOE)</b>	<b>17</b>	<b>16</b>	<b>34</b>	<b>31</b>
<b>Average Sales Prices</b>				
Crude oil (\$ per BBL)	\$ 55.48	68.90	58.64	66.57
Natural gas liquids (\$ per BBL)	20.63	27.01	24.25	31.23
Bitumen (\$ per BBL)	39.43	54.59	42.30	49.44
Natural gas (\$ per MCF)*	0.71	0.36	1.01	0.66

\*Average sales prices include unutilized transportation costs.

The Canada segment operations include the Surmont oil sands development in Alberta, the Montney unconventional play in British Columbia and commercial operations. As of June 30, 2025, Canada contributed 10 percent of our consolidated liquids production and four percent of our consolidated natural gas production.

### Net Income (Loss)

Canada reported earnings of \$149 million and \$405 million in the three- and six-month periods of 2025, respectively, compared with earnings of \$261 million and \$441 million in the three- and six-month periods of 2024, respectively.

Earnings in the second quarter of 2025 included lower sales revenues resulting from lower realized prices of \$167 million, partly offset by higher volumes of \$55 million. Increases to earnings include lower DD&A of \$17 million driven by year-end upward reserve revisions.

Earnings in the six-month period of 2025 included lower sales revenues resulting from lower realized prices of \$160 million, partly offset by higher volumes of \$92 million. Increases to earnings include lower DD&A of \$38 million driven by year-end upward reserve revisions.

### Production

Average production increased 15 MBOED and 14 MBOED in the three- and six-month periods of 2025, respectively. Increases to production resulted from new wells online in the Montney and Surmont.

Production increases were partly offset by normal field decline.

## Europe, Middle East and North Africa

	Three Months Ended June 30		Six Months Ended June 30	
	2025	2024	2025	2024
<b>Select financial data by segment before-tax (\$MM)</b>				
Sales and other operating revenues	\$ 1,400	1,296	3,340	2,753
Production and operating expenses	232	162	456	317
Depreciation, depletion and amortization	198	175	417	355
Taxes other than income taxes	10	10	22	21
<b>Net Income (Loss) (\$MM)</b>	<b>\$ 237</b>	<b>251</b>	<b>656</b>	<b>555</b>
<i>Consolidated Operations</i>				
<b>Average Net Production</b>				
Crude oil (MBD)	120	119	129	118
Natural gas liquids (MBD)	8	3	8	4
Natural gas (MMCFD)	483	328	511	343
<b>Total Production (MBOED)</b>	<b>208</b>	<b>177</b>	<b>222</b>	<b>179</b>
<b>Total Production (MMBOE)</b>	<b>19</b>	<b>16</b>	<b>40</b>	<b>33</b>
<b>Average Sales Prices</b>				
Crude oil (\$ per BBL)	\$ 67.48	84.62	71.36	84.74
Natural gas liquids (\$ per BBL)	20.24	39.60	22.08	43.99
Natural gas (\$ per MCF)	10.21	9.59	11.87	9.18

Production and sales prices exclude equity affiliates. See Summary Operating Statistics for equity affiliate totals.

The Europe, Middle East and North Africa segment consists of operations principally located in the Norwegian sector of the North Sea and the Norwegian Sea, Qatar, Libya, Equatorial Guinea and commercial and terminalling operations in the U.K. As of June 30, 2025, our Europe, Middle East and North Africa operations contributed eight percent of our consolidated liquids production and 18 percent of our consolidated natural gas production.

### Net Income (Loss)

Europe, Middle East and North Africa reported earnings of \$237 million and \$656 million in the three- and six-month periods of 2025, respectively, compared with earnings of \$251 million and \$555 million in the three- and six-month periods of 2024, respectively.

Earnings in the second quarter of 2025 included higher revenues inclusive of higher volumes of \$46 million, which included volumes added from our acquisition of Marathon Oil, partly offset by lower realized prices of \$50 million impacted by lower crude prices. Earnings decreases in the second quarter included higher production and operating expenses of \$20 million, primarily from our acquisition of Marathon Oil. See Note 3.

Earnings in the six-month period of 2025 included higher revenues resulting from higher volumes of \$141 million, which included volumes from our acquisition of Marathon Oil and timing of sales compared to the prior period, offset by lower overall realized prices of \$29 million, driven by lower crude prices. Decreases to earnings in the six-month period included higher production and operating expenses of \$42 million and higher DD&A of \$19 million, primarily from our acquisition of Marathon Oil. See Note 3.

### Consolidated Production

Average consolidated production increased 31 MBOED and 43 MBOED in the three- and six-month periods of 2025, respectively. Increases to production were due to the impact from assets acquired from Marathon Oil as well as new wells online in Norway and Libya. See Note 3.

Production increases were partly offset by field-wide turnarounds in the Greater Ekofisk Area of Norway in the second quarter of 2025 and normal field decline.



## Asia Pacific

	Three Months Ended June 30		Six Months Ended June 30	
	2025	2024	2025	2024
<b>Select financial data by segment before-tax (\$MM)</b>				
Sales and other operating revenues	\$ 471	543	895	1,017
Production and operating expenses	85	92	150	171
Depreciation, depletion and amortization	118	107	237	217
Taxes other than income taxes	15	36	32	65
<b>Net Income (Loss) (\$MM)</b>	<b>\$ 330</b>	<b>444</b>	<b>641</b>	<b>956</b>
<i>Consolidated Operations</i>				
<b>Average Net Production</b>				
Crude oil (MBD)	61	61	62	60
Natural gas (MMCFD)	54	41	59	48
<b>Total Production (MBOED)</b>	<b>70</b>	<b>68</b>	<b>72</b>	<b>68</b>
<b>Total Production (MMBOE)</b>	<b>6</b>	<b>6</b>	<b>13</b>	<b>12</b>
<b>Average Sales Prices</b>				
Crude oil (\$ per BBL)	\$ 69.65	86.47	72.91	85.81
Natural gas (\$ per MCF)	3.70	3.98	3.68	3.81

Production and sales prices exclude equity affiliates. See Summary Operating Statistics for equity affiliate totals.

The Asia Pacific segment has operations in China, Malaysia, Australia and commercial operations in China, Singapore and Japan. As of June 30, 2025, Asia Pacific contributed four percent of our consolidated liquids production and two percent of our consolidated natural gas production.

### Net Income (Loss)

Asia Pacific reported earnings of \$330 million and \$641 million for the three- and six-month periods of 2025, respectively, compared with earnings of \$444 million and \$956 million in the three- and six-month periods of 2024, respectively.

Earnings in the second quarter of 2025 included lower revenues resulting from lower realized prices of \$79 million. Decreases to earnings included lower earnings from equity affiliates of \$69 million, primarily due to lower LNG sales prices.

Earnings in the six-month period of 2025 included lower revenues resulting from lower realized prices of \$121 million, partly offset by higher volumes of \$28 million. Additional decreases to earnings included lower earnings from equity affiliates of \$131 million, primarily due to lower LNG sales prices, the absence of a \$76 million tax benefit associated with a deepwater investment tax incentive for Malaysia blocks J and G and higher exploration expenses of \$37 million driven primarily by dry hole expenses associated with certain suspended wells. See Note 6 and Note 19.

### Consolidated Production

Average consolidated production increased two MBOED and four MBOED in the three- and six-month periods of 2025, respectively. Increases to production were primarily due to development activity in Bohai Bay in China and Gumusut in Malaysia.

Production increases were partly offset by normal field decline.

## Other International

	Three Months Ended June 30		Six Months Ended June 30	
	2025	2024	2025	2024
<b>Net Income (Loss) (\$MM)</b>	<b>\$ 1</b>	<b>3</b>	<b>3</b>	<b>2</b>

The Other International segment consists of activities associated with prior operations in other countries.

## Corporate and Other

	Millions of Dollars			
	Three Months Ended June 30		Six Months Ended June 30	
	2025	2024	2025	2024
<b>Net Income (Loss)</b>				
Net interest expense	\$ (139)	(89)	(250)	(182)
Corporate G&A expenses	(147)	(78)	(257)	(183)
Technology	(22)	(44)	(40)	(68)
Other income (expense)	28	(38)	11	13
	<b>\$ (280)</b>	<b>(249)</b>	<b>(536)</b>	<b>(420)</b>

Net interest expense consists of interest and debt expense, net of interest income and capitalized interest. Net interest expense was impaired in the three- and six-month periods of 2025 due to higher interest expense of \$54 million and \$105 million, respectively, driven by our acquisition of Marathon Oil. *See Note 3.*

Corporate G&A expenses include compensation programs and staff costs. Corporate G&A expenses increased \$69 million and \$74 million in the three- and six-month periods of 2025, primarily due to transaction and integration expenses associated with our acquisition of Marathon Oil and mark to market adjustments associated with certain compensation programs. *See Note 3.*

Technology includes our investments in low-carbon and other new technologies or businesses and licensing revenues. Other new technologies or businesses and licensing activities are focused on both conventional and tight oil reservoirs, shale gas, oil sands, enhanced oil recovery, as well as LNG.

Other income (expense) includes certain consolidating tax-related items, foreign currency transaction gains and losses, environmental costs associated with sites no longer in operation, other costs not directly associated with an operating segment, gains/losses on the early retirement of debt, holding gains or losses on equity securities and pension settlement expense. Other income (expense) was improved in the second quarter of 2025 primarily due to a consolidating tax adjustment of \$55 million.

## Capital Resources and Liquidity

### Financial Indicators

	Millions of Dollars	
	June 30 2025	December 31 2024
Cash and cash equivalents	\$ 4,901	5,607
Short-term investments	439	507
Total debt	23,529	24,324
Total equity	65,572	64,796
Percent of total debt to capital*	26 %	27
Percent of floating-rate debt to total debt	1 %	1

\*Capital includes total debt and total equity.

To meet our short-term and long-term liquidity requirements, we look to a variety of funding sources, including cash generated from operating activities, our commercial paper and credit facility programs and our ability to sell securities using our shelf registration statement. During the first six months of 2025, the primary uses of our available cash were \$6.7 billion to support our ongoing capital expenditures and investments program, \$2.7 billion to repurchase common stock, \$2.0 billion to pay the ordinary dividend, \$0.8 billion to retire debt at maturity, partly offset by proceeds from noncore asset sales of \$1.3 billion.

At June 30, 2025, we had total liquidity of \$10.8 billion, comprised of cash and cash equivalents of \$4.9 billion, short-term investments of \$0.4 billion and available borrowing capacity under our credit facility of \$5.5 billion. In addition, we have \$1.1 billion of long-term investments in debt securities. We believe current cash balances and cash generated by operating activities, together with access to external sources of funds as described below in the “Significant Changes in Capital” section, will be sufficient to meet our funding requirements in the near- and long-term, including our capital spending program, acquisitions, dividend payments and debt obligations.

### Significant Changes in Capital

#### Operating Activities

Cash provided by operating activities was \$9.6 billion for the first six months of 2025, compared with \$9.9 billion for the corresponding period of 2024. The decrease in cash is primarily due to changes in operational working capital, driven by tax payment timing partly offset by lower accounts receivable from lower commodity prices.

Our short-term and long-term operating cash flows are highly dependent on the prices for crude oil, bitumen, natural gas, LNG and NGLs. Prices and margins in our industry have historically been volatile, driven by market conditions beyond our control. Absent other mitigating factors, as these prices and margins fluctuate, we would expect a corresponding change in our operating cash flows.

The level of absolute production volumes, as well as the product and location mix, is another significant factor impacting our cash flows. Future production is subject to numerous uncertainties, including, among others, the volatile crude oil and natural gas price environment, which may impact investment decisions; the effects of price changes on production sharing and variable-royalty contracts; acquisition and disposition of fields; field production decline rates; new technologies; operating efficiencies; timing of startups and major turnarounds; political instability; government regulations; impacts of a global pandemic; weather-related disruptions; and the addition of proved reserves through exploratory success and their timely and cost-effective development. While we actively monitor and manage these factors, changes in production levels can cause variability in cash flows, although we generally experience less variability in our cash flows due to changes in production levels than due to changes in commodity prices.

To maintain or grow our production volumes, we must continue adding to our proved reserve base. See the “Capital Expenditures and Investments” section.

Investing Activities

For the first six months of 2025, we invested \$6.7 billion in capital expenditures and investments. Our 2025 operating plan capital expenditures are currently expected to be \$12.3 billion to \$12.6 billion. Our 2024 capital expenditures and investments were \$12.1 billion. See the “*Capital Expenditures and Investments*” section.

In the first six months of 2025, net cash used in investing activities was impacted by an increase in working capital changes associated with investing activities of \$551 million, due to timing of invoice payments.

Proceeds from asset sales were \$1.3 billion in the first six months of 2025 primarily from the sale of assets in our Lower 48 segment. In the second quarter of 2025, we closed our disposition of the Ursa and Europa fields, and Ursa Oil Pipeline Company for \$0.7 billion. *See Note 3.*

In July 2025, we signed an agreement to divest Lower 48 assets in the Anadarko Basin for approximately \$1.3 billion, subject to customary closing adjustments. This transaction is expected to close at the beginning of the fourth quarter of 2025. *See Note 3.*

We invest in short-term and long-term investments as part of our cash investment strategy, the primary objective of which is to protect principal, maintain liquidity, and provide yield and total returns. These investments include time deposits, commercial paper, as well as debt securities classified as available for sale. Short-term funds needed to support our operating plan and provide resiliency to react to short-term price volatility are invested in highly liquid instruments with maturities of less than one year. Funds we consider available to maintain resiliency in longer-term price downturns and to capture opportunities outside a given operating plan may be invested in instruments with maturities of greater than one year. *See Note 10.*

Investing activities in the first six months of 2025 included net purchases of \$8 million of investments. We had net sales of \$333 million of short-term investments and net purchases of \$341 million of long-term investments. *See Note 13.*

Financing Activities

In February 2025, we refinanced our revolving credit facility maintaining a total aggregate principal amount of \$5.5 billion and extended the expiration to February 2030. The credit facility may be used for direct bank borrowings, the issuance of letters of credit totaling up to \$500 million or as support for our commercial paper program. With no commercial paper outstanding and no direct borrowings or letters of credit, we had access to \$5.5 billion in available borrowing capacity under our revolving credit facility at June 30, 2025.

Our debt balance at June 30, 2025, was \$23.5 billion compared with \$24.3 billion at December 31, 2024. The current portion of debt, including future payments for finance leases, is \$0.4 billion at June 30, 2025. In May 2025, the company retired \$0.2 billion principal amount of our 3.35% Notes at maturity. In the first quarter of 2025, the company retired \$0.5 billion principal amount of debt at maturity, consisting of \$0.4 billion of our 2.4% Notes and \$0.1 billion of our 8.2% Debentures. Debt payments are expected to be made using current cash balances and cash provided by operating activities.

The current long-term debt credit ratings are:

- Fitch: “A” with a “stable” outlook
- S&P: “A-” with a “stable” outlook
- Moody's: “A2” with a “stable” outlook

*See Note 5* for additional information on debt and the revolving credit facility.

Certain of our project-related contracts, commercial contracts and derivative instruments contain provisions requiring us to post collateral. Many of these contracts and instruments permit us to post either cash or letters of credit as collateral. At June 30, 2025, and December 31, 2024, we had direct bank letters of credit of \$237 million and \$278 million, respectively, which secured performance obligations related to various purchase commitments incident to the ordinary conduct of business. In the event of a credit rating downgrade, we may be required to post additional letters of credit.

Shelf Registration

We have a universal shelf registration statement on file with the SEC under which we have the ability to issue and sell an indeterminate number of various types of debt and equity securities.

## Capital Requirements

For information about our capital expenditures and investments, see the “*Capital Expenditures and Investments*” section.

We believe in delivering value to our shareholders through our return of capital framework. The framework is structured to deliver a compelling, growing ordinary dividend and through-cycle share repurchases. We anticipate returning greater than 30 percent of cash from operating activities through cycles.

In the first six months of 2025, we paid ordinary dividends of \$1.56 per share and in the first six months of 2024, we paid ordinary dividends of \$1.16 per share and VROC payments of \$0.40 per share.

In August 2025, we declared an ordinary dividend of \$0.78 per share, payable September 2, 2025, to shareholders of record at the close of business on August 18, 2025.

In late 2016, we initiated our current share repurchase program. In October 2024, our Board of Directors approved an increase from our prior authorization of \$45 billion by a total of the lesser of \$20 billion or the number of shares issued in our acquisition of Marathon Oil, such that the company is not to exceed \$65 billion in aggregate purchases. Share repurchases are made at management’s discretion, at prevailing prices, subject to market conditions and other factors. As of June 30, 2025, share repurchases since the inception of our current program totaled 461.3 million shares and \$37.0 billion. In the six months ended June 30, 2025, we repurchased 28.7 million shares for a cost of \$2.7 billion.

See Part I—Item 1A—Risk Factors – “Our ability to execute our capital return program is subject to certain considerations” in our 2024 Annual Report on Form 10-K.

## Capital Expenditures and Investments

	Millions of Dollars	
	Six Months Ended	
	June 30	
	2025	2024
Alaska	\$ 2,032	1,411
Lower 48	3,518	3,265
Canada	309	283
Europe, Middle East and North Africa	630	446
Asia Pacific	118	135
Corporate and Other	57	345
Capital expenditures and investments	\$ 6,664	5,885

During the first six months of 2025, capital expenditures and investments supported key operating activities and acquisitions, primarily:

- Appraisal and development activities in Alaska related to the Western North Slope, inclusive of Willow, and development activities in the Greater Kuparuk Area.
- Development activities in the Lower 48, primarily in the Delaware Basin, Eagle Ford, Midland Basin and Bakken.
- Appraisal and development activities in the Montney as well as development and optimization of Surmont in Canada.
- Development and appraisal activities across assets in Norway and development activities in Libya.
- Continued development activities in China.
- Investments in our global LNG operations.

Our 2025 operating plan capital expenditure guidance is currently expected to be \$12.3 billion to \$12.6 billion. Our operating plan capital was \$12.1 billion in 2024.

## Guarantor Summarized Financial Information

We have various cross guarantees among our Obligor Group: ConocoPhillips, ConocoPhillips Company and Burlington Resources LLC, with respect to publicly held debt securities. ConocoPhillips Company is 100 percent owned by ConocoPhillips. Burlington Resources LLC is 100 percent owned by ConocoPhillips Company. ConocoPhillips and/or ConocoPhillips Company have fully and unconditionally guaranteed the payment obligations of Burlington Resources LLC, with respect to its publicly held debt securities. Similarly, ConocoPhillips has fully and unconditionally guaranteed the payment obligations of ConocoPhillips Company with respect to its publicly held debt securities. In addition, ConocoPhillips Company has fully and unconditionally guaranteed the payment obligations of ConocoPhillips with respect to its publicly held debt securities. All guarantees are joint and several.

The following tables present summarized financial information for the Obligor Group, as defined below:

- The Obligor Group will reflect guarantors and issuers of guaranteed securities consisting of ConocoPhillips, ConocoPhillips Company and Burlington Resources LLC.
- Consolidating adjustments for elimination of investments in and transactions between the collective guarantors and issuers of guaranteed securities are reflected in the balances of the summarized financial information.
- Non-Obligated Subsidiaries are excluded from the presentation.

Transactions and balances reflecting activity between the Obligor and Non-Obligated Subsidiaries are presented below:

### Summarized Income Statement Data

	Millions of Dollars	
	Six Months Ended June 30, 2025	
Revenues and Other Income	\$	<b>18,970</b>
Income (loss) before income taxes*		<b>4,449</b>
Net Income (Loss)		<b>4,820</b>

\*Includes approximately \$4.7 billion of purchased commodities expense for transactions with Non-Obligated Subsidiaries.

### Summarized Balance Sheet Data

	Millions of Dollars	
	June 30 2025	December 31 2024
Current Assets	\$ 5,396	6,077
<i>Amounts due from Non-Obligated Subsidiaries, current</i>	<b>492</b>	319
Noncurrent Assets	128,456	120,845
<i>Amounts due from Non-Obligated Subsidiaries, noncurrent</i>	<b>12,348</b>	11,719
Current Liabilities	4,264	4,504
<i>Amounts due to Non-Obligated Subsidiaries, current</i>	<b>980</b>	935
Noncurrent Liabilities	70,482	64,088
<i>Amounts due to Non-Obligated Subsidiaries, noncurrent</i>	<b>48,191</b>	41,826

## Contingencies

We are subject to legal proceedings, claims and liabilities that arise in the ordinary course of business. We accrue for losses associated with legal claims when such losses are considered probable and the amounts can be reasonably estimated. *See Note 9.*

For more discussion of the below topics, please see the "Contingencies" section in Management's Discussion and Analysis of Financial Condition and Results of Operations of our 2024 Annual Report on Form 10-K.

Legal and Tax Matters

We are subject to various lawsuits and claims, including, but not limited to, matters involving oil and gas royalty and severance tax payments, gas measurement and valuation methods, contract disputes, environmental damages, climate change, personal injury and property damage. Our primary exposures for such matters relate to alleged royalty and tax underpayments on certain federal, state and privately owned properties, claims of alleged environmental contamination and damages from historic operations and climate change. We will continue to defend ourselves vigorously in these matters.

Our legal organization applies its knowledge, experience and professional judgment to the specific characteristics of our cases, employing a litigation management process to manage and monitor the legal proceedings against us. Our process facilitates the early evaluation and quantification of potential exposures in individual cases. This process also enables us to track those cases that have been scheduled for trial and/or mediation. Based on professional judgment and experience in using these litigation management tools and available information about current developments in all our cases, our legal organization regularly assesses the adequacy of current accruals and determines if adjustment of existing accruals, or establishment of new accruals, is required.

Environmental

We are subject to the same numerous international, federal, state and local environmental laws and regulations as other companies in our industry. We occasionally receive requests for information or notices of potential liability from the U.S. EPA and state environmental agencies alleging that we are a potentially responsible party under the CERCLA or an equivalent state statute. On occasion, we also have been made a party to cost recovery litigation by those agencies or by private parties. These requests, notices and lawsuits assert potential liability for remediation costs at various sites that typically are not owned by us, but allegedly contain waste attributable to our past operations. As of June 30, 2025, there were 16 sites around the U.S. in which we were identified as a potentially responsible party under CERCLA and comparable state laws. For remediation activities in the U.S. and Canada, our consolidated balance sheet included total accrued environmental costs of \$206 million at each of June 30, 2025 and December 31, 2024. We expect to incur a substantial amount of these expenditures within the next 30 years.

Notwithstanding any of the foregoing, and as with other companies engaged in similar businesses, environmental costs and liabilities are inherent concerns in our operations and products, and there can be no assurance that material costs and liabilities will not be incurred. However, we currently do not expect any material adverse effect upon our results of operations or financial position as a result of compliance with current environmental laws and regulations.

Climate Change

Continuing political and social attention to the issue of global climate change has resulted in a broad range of proposed or promulgated state, national and international laws focusing on GHG emissions reduction. These laws apply or could apply in countries where we have interests or may have interests in the future. Laws in this field continue to evolve and while it is not possible to accurately estimate either a timetable for implementation or our future compliance costs relating to implementation, such laws, if enacted, could have a material impact on our results of operations and financial condition.

Company Response to Climate-Related Risks

The objective of our Climate Risk Strategy is to manage climate-related risk, optimize opportunities and equip the company to respond to changes in key uncertainties, including government policies around the world, emissions reduction technologies, alternative energy technologies and changes in consumer trends. The strategy guides our choices around portfolio composition, emissions reductions, targets, incentives, emissions-related technology development, and our climate-related policy and finance sector engagement.

Our Climate Risk Strategy is intended to enable us to responsibly meet the global demand for energy, deliver competitive returns on and of capital and work to meet our previously established operational emissions-reduction targets. First, meeting global energy demand requires a focus on delivering production that will best compete in any energy demand scenario. This production will be delivered from resources with a competitive cost of supply and low GHG intensity, as well as portfolio diversity by market and asset type. Next, our focus is on delivering superior returns through the cycles based on our foundational principles of balance sheet strength, peer-leading distributions and disciplined investments. Finally, to drive accountability for the emissions that are within our ownership, we are progressing toward our Scope 1 and Scope 2 emissions intensity targets.

## Cautionary Statement for the Purposes of the “Safe Harbor” Provisions of the Private Securities Litigation Reform Act of 1995

This report includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements other than statements of historical fact included or incorporated by reference in this report, including, without limitation, statements regarding our future financial position, business strategy, budgets, projected revenues, costs and plans, objectives of management for future operations, the anticipated benefits of our acquisition of Marathon Oil, the anticipated impact of our acquisition of Marathon Oil on the combined company's business and future financial and operating results and the expected amount and timing of synergies from our acquisition of Marathon Oil are forward-looking statements. Examples of forward-looking statements contained in this report include our expected production growth and outlook on the business environment generally, our expected capital budget and capital expenditures and discussions concerning development or replacement of reserves and future dividends. You can often identify our forward-looking statements by the words “ambition,” “anticipate,” “believe,” “budget,” “continue,” “could,” “effort,” “estimate,” “expect,” “forecast,” “goal,” “guidance,” “intend,” “may,” “objective,” “outlook,” “plan,” “potential,” “predict,” “projection,” “seek,” “should,” “target,” “will,” “would” and similar expressions.

We based our forward-looking statements on our current expectations, estimates and projections about ourselves and the industries in which we operate in general. We caution you these statements are not guarantees of future performance as they involve assumptions that, while made in good faith, may prove to be incorrect or inaccurate, and involve risks and uncertainties we cannot predict. Accordingly, our actual outcomes and results may differ materially from what we have expressed or forecast in the forward-looking statements. Any differences could result from a variety of factors and uncertainties, including, but not limited to, the following:

- Effects of volatile commodity prices, including prolonged periods of low commodity prices, which may adversely impact our operating results and our ability to execute on our strategy and could result in recognition of impairment charges on our long-lived assets, leaseholds and nonconsolidated equity investments.
- Global and regional changes in the demand, supply, prices, differentials or other market conditions affecting oil and gas, including changes as a result of any ongoing military conflict and the global response to such conflict; security threats on facilities and infrastructure; global health crises; the imposition or lifting of crude oil production quotas or other actions that might be imposed by OPEC and other producing countries; or the resulting company or third-party actions in response to such changes.
- The potential for insufficient liquidity or other factors, such as those described herein, that could impact our ability to repurchase shares and declare and pay dividends, whether fixed or variable.
- 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 and the inherent uncertainties in predicting reserves and reservoir performance.
- Reductions in our reserve replacement rates, whether as a result of significant declines in commodity prices or otherwise.
- Unsuccessful exploratory drilling activities or the inability to obtain access to exploratory acreage.
- Failure to progress or complete announced and future development plans related to constructing, modifying or operating E&P and LNG facilities, or unexpected changes in costs, inflationary pressures or technical equipment related to such plans.
- Significant operational or investment changes imposed by legislative and regulatory initiatives and international agreements addressing environmental concerns, including initiatives addressing the impact of global climate change, such as limiting or reducing GHG emissions; regulations concerning hydraulic fracturing, methane emissions, flaring or water disposal; and prohibitions on commodity exports.
- Broader societal attention to and efforts to address climate change may cause substantial investment in and increased adoption of competing or alternative energy sources.
- Risks, uncertainties and high costs that may prevent us from successfully executing on our Climate Risk Strategy.
- Lack or inadequacy of, or disruptions in, reliable transportation for our crude oil, bitumen, natural gas, LNG and NGLs.
- Inability to timely obtain or maintain permits, including those necessary for construction, drilling and/or development, or inability to make capital expenditures required to maintain compliance with any necessary permits or applicable laws or regulations.



- Potential disruption or interruption of our operations and any resulting consequences due to accidents; extraordinary weather events; supply chain disruptions; civil unrest; political events; war; terrorism; cybersecurity threats or information technology failures, constraints or disruptions.
- Liability for remedial actions, including removal and reclamation obligations, under existing or future environmental regulations and litigation.
- Liability resulting from pending or future litigation or our failure to comply with applicable laws and regulations.
- General domestic and international economic, political and diplomatic developments, including deterioration of international trade relationships; the imposition of trade restrictions or tariffs relating to commodities and material or products (such as aluminum and steel) used in the operation of our business; expropriation of assets; changes in governmental policies relating to commodity pricing, including the imposition of price caps; sanctions; or other adverse regulations or taxation policies.
- Competition and consolidation in the oil and gas E&P industry, including competition for sources of supply, services, personnel and equipment.
- Any limitations on our access to capital or increase in our cost of capital or insurance, including as a result of illiquidity, changes or uncertainty in domestic or international financial markets, foreign currency exchange rate fluctuations or investment sentiment.
- Challenges or delays to our execution of, or successful implementation of the acquisition of Marathon Oil or any future asset dispositions or acquisitions we elect to pursue; potential disruption of our operations, including the diversion of management time and attention; our inability to realize anticipated cost savings or capital expenditure reductions; difficulties integrating acquired businesses and technologies; or other unanticipated changes.
- Our inability to deploy the net proceeds from any asset dispositions that are pending or that we elect to undertake in the future in the manner and timeframe we anticipate, if at all.
- The operation, financing and management of risks of our joint ventures.
- The ability of our customers and other contractual counterparties to satisfy their obligations to us, including our ability to collect payments when due from the government of Venezuela or PDVSA.
- Uncertainty as to the long-term value of our common stock.
- The factors generally described in *Part I—Item 1A* in our 2024 Annual Report on Form 10-K and any additional risks described in our other filings with the SEC.

## Item 3. Quantitative and Qualitative Disclosures About Market Risk

Information about market risks for the six months ended June 30, 2025, does not differ materially from that discussed under Item 7A in our 2024 Annual Report on Form 10-K.

## Item 4. Controls and Procedures

We maintain disclosure controls and procedures designed to ensure information required to be disclosed in reports we file or submit under the Securities Exchange Act of 1934, as amended (the Act), is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to management, including our principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosure. At June 30, 2025, with the participation of our management, our Chairman and Chief Executive Officer (principal executive officer) and our Executive Vice President and Chief Financial Officer (principal financial officer) carried out an evaluation, pursuant to Rule 13a-15(b) of the Act, of ConocoPhillips' disclosure controls and procedures (as defined in Rule 13a-15(e) of the Act). Based upon that evaluation, our Chairman and Chief Executive Officer and our Executive Vice President and Chief Financial Officer concluded our disclosure controls and procedures were operating effectively at June 30, 2025.

In the first quarter of 2025, we completed the final phase of a multi-year implementation of an updated global enterprise resource planning system (ERP). As a result, we made corresponding changes to our business processes and information systems, updating applicable internal controls over financial reporting where necessary.

Our assessment of, and conclusion on, the effectiveness of internal control over financial reporting as of December 31, 2024, did not include the internal controls of Marathon Oil Corporation, acquired in 2024. In the fourth quarter of 2024, we began integrating Marathon Oil into our operations and internal control processes. As the integration progresses, we may modify or change certain processes and procedures which may result in changes to our internal controls over financial reporting.

There have been no other changes in our internal control over financial reporting, as defined in Rule 13a-15(f) of the Act, in the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II. Other Information

### Item 1. Legal Proceedings

ConocoPhillips has elected to use a \$1 million threshold for disclosing certain proceedings arising under federal, state or local environmental laws when a governmental authority is a party. ConocoPhillips believes proceedings under this threshold are not material to ConocoPhillips' business and financial condition. Applying this threshold, there are no such proceedings to disclose for the quarter ended June 30, 2025. See [Note 9](#) for information regarding other legal and administrative proceedings.

### Item 1A. Risk Factors

There have been no material changes from the risk factors disclosed in Item 1A of our 2024 Annual Report on Form 10-K.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

### Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased*	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Millions of Dollars	
				Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs
April 1 - 30, 2025	5,478,967	\$ 89.76	5,478,967	\$	28,736
May 1 - 31, 2025	4,466,523	89.15	4,466,523		28,338
June 1 - 30, 2025	3,663,162	90.63	3,663,162		28,006
	13,608,652		13,608,652		

\*There were no repurchases of common stock from company employees in connection with the company's broad-based employee incentive plans.

In late 2016, we initiated our current share repurchase program. As of June 30, 2025, we had repurchased \$37.0 billion of shares since 2016. In October 2024, our Board of Directors approved an increase from our previous authorization of \$45 billion by a total of the lesser of \$20 billion or the number of shares issued in our acquisition of Marathon Oil, such that the company is not to exceed \$65 billion in aggregate repurchases. Repurchases are made at management's discretion, at prevailing prices, subject to market conditions and other factors. Except as limited by applicable legal requirements, repurchases may be increased, decreased or discontinued at any time without prior notice. Shares of stock repurchased under the plan are held as treasury shares. See *Part I—Item 1A—Risk Factors – “Our ability to execute our capital return program is subject to certain considerations”* in our 2024 Annual Report on Form 10-K.

## Item 5. Other Information

### Insider Trading Arrangements

During the three-month period ended June 30, 2025, no officer or director of the company adopted or terminated any Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement.

## Item 6. Exhibits

10.1*	Form of 2025 Cash Retention Award Terms and Conditions, granted under the 2023 Omnibus Stock and Performance Incentive Plan of ConocoPhillips.
10.2*	Form of 2025 Retention Award Terms and Conditions, granted under the 2023 Omnibus Stock and Performance Incentive Plan of ConocoPhillips.
22*	Subsidiary Guarantors of Guaranteed Securities.
31.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
31.2*	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
32**	Certifications pursuant to 18 U.S.C. Section 1350.
101.INS*	Inline XBRL Instance Document.
101.SCH*	Inline XBRL Schema Document.
101.CAL*	Inline XBRL Calculation Linkbase Document.
101.LAB*	Inline XBRL Labels Linkbase Document.
101.PRE*	Inline XBRL Presentation Linkbase Document.
101.DEF*	Inline XBRL Definition Linkbase Document.
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

\* Filed herewith.

\*\*Furnished herewith.

## Signature

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 thereunto duly authorized.

### CONOCOPHILLIPS

*/s/ Kontessa S. Haynes-Welsh*

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Kontessa S. Haynes-Welsh  
Vice President and Controller

August 7, 2025

## Cash Retention Award Terms and Conditions

**Employee Name:**

**Position:**

**Award:**

**Payment Dates:**

**Terms and Conditions**

1. To receive payment of the cash retention award award amounts set forth above (the "Award"), you must be continuously employed as an active employee of ConocoPhillips or its controlled subsidiaries (also referred to as the Company) through \_\_\_\_\_. You must accept the Award to be eligible for payment. By accepting this Award, you agree to all of the terms and conditions of this agreement.
  
  2. The First Payment will be paid only if you continue as an employee of the Company until \_\_\_\_\_. Payment processing will generally occur on the next scheduled salary payment date following \_\_\_\_\_. If you cease to be an employee of the Company prior to \_\_\_\_\_ and the Company determines that your separation results from your **death, disability, or layoff**, then a prorated portion of the First Payment will be paid upon your separation from service with the Company, and any remainder as well as the Second, Third and Fourth Payments will be forfeited. The prorated amount will be based on the number of full calendar months of employment during the 12-month period beginning \_\_\_\_\_ divided by 12. Any other separation from service with the Company prior to \_\_\_\_\_ will cause outstanding Award amounts to be forfeited.
  
  3. The Second Payment will be paid only if you continue as an employee of the Company until \_\_\_\_\_. Payment processing will generally occur on the next scheduled salary payment date following \_\_\_\_\_. If you cease to be an employee of the Company after \_\_\_\_\_ and prior to \_\_\_\_\_ and the Company determines that your separation results from your voluntary **retirement, death, disability, or layoff**, then a prorated portion of the Second Payment will be paid upon your separation from service with the Company, and the remainder as well as the Third and Fourth Payments will be forfeited. The prorated amount will be based on the number of full calendar months of employment during the 12-month period beginning \_\_\_\_\_ divided by 12. Any other separation from service with the Company prior to \_\_\_\_\_ will cause outstanding Award amounts to be forfeited.
  
  4. The Third Payment will be paid only if you continue as an employee of the Company until \_\_\_\_\_. Payment processing will generally occur on the next scheduled salary payment date following \_\_\_\_\_. If you cease to be an employee of the Company after \_\_\_\_\_ and prior to \_\_\_\_\_ and the Company determines that your separation results from your voluntary **retirement, death, disability, or layoff**, then a prorated portion of the Third Payment will be paid upon your separation from service with the Company, and the remainder as well as the Fourth Payment will be forfeited. The prorated amount will be based on the number of full calendar months of employment during the 12-month period beginning \_\_\_\_\_ divided by 12. Any other separation from service with the Company prior to \_\_\_\_\_ will cause outstanding Award amounts to be forfeited.
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5. The Fourth Payment will be paid only if you continue as an employee of the Company until \_\_\_\_\_. Payment processing will generally occur on the next scheduled salary payment date following \_\_\_\_\_. If you cease to be an employee of the Company after \_\_\_\_\_ and prior to \_\_\_\_\_ and the Company determines that your separation results from your voluntary **retirement, death, disability, or layoff**, then a prorated portion of the Fourth Payment will be paid upon your separation from service with the Company, and the remainder will be forfeited. The prorated amount will be based on the number of full calendar months of employment during the 12-month period beginning \_\_\_\_\_ divided by 12. Any other separation from service with the Company prior to \_\_\_\_\_ will cause outstanding Award amounts to be forfeited.
6. The meaning of retirement, death, disability, and layoff will be the same as under the Company's Variable Cash Incentive Program (VCIP), although this Award arrangement is separate from VCIP.
7. The Award and this agreement are not intended to be and are not an employment contract or guarantee of your continued employment with the Company.
8. The Award is not benefits bearing and will not be used in the calculation of any benefits under any of the plans, programs, or other arrangements of the Company.
9. The Award will be subject to applicable tax withholding and reporting.



## Retention Grant Agreement

Employee Name:

Employee ID Number:

### **Award Summary**

Number of Restricted Stock Units Granted:

Grant Date:

Grant Price:

Vesting Schedule:

### **Terms and Conditions**

As described in the above Award Summary, you have been granted an award of Restricted Stock Units ("RSUs") under the 2023 Omnibus Stock and Performance Incentive Plan of ConocoPhillips (the "Plan"). These Terms and Conditions together with your Award Summary constitute the Award Agreement governing your award. Your award is also subject to the terms of the Plan, which are controlling. A copy of the Plan is available on *The Mark*. Capitalized terms used in the Award Agreement and not otherwise defined herein have the meaning specified by the Plan as in effect as of the Grant Date for your award.

1. **Award Acceptance**. You must accept your award using the Plan's approved forms and process, including opening a brokerage or settlement account with the Plan's third party administrator to become vested in the RSUs subject to this Award Agreement. By accepting this award you agree to all of the terms and conditions of the Award Agreement and the Plan. You agree that the decisions of the granting Committee regarding the interpretation of the Plan or this Award Agreement or as to findings of fact, shall be final, conclusive, and binding and that the granting Committee's decisions need not be uniform among Plan participants.
2. **Type of Award**. Once vested and subject to Section 7, each whole RSU entitles you to receive one share of Common Stock upon settlement (any fractional RSUs shall be paid in cash and/or retained by the Company as additional tax withholding at the Fair Market Value on the Settlement Date); provided that in jurisdictions where the granting Committee determines settlement in the form of Common Stock is prohibited by law, regulation, or decree, or where the cost to issue such stock would be unreasonably expensive or burdensome, the Fair Market Value of such stock shall be paid in cash instead. Settlement of the RSUs in cash is not otherwise permitted except as specified in Section 4. Delivery of Common Stock may occur through paper or electronic certificates or book-entry transfer using a brokerage account or other medium selected by the Company in its discretion.



3. **Settlement Date.** Settlement of vested RSUs pursuant to Section 2 shall occur on the applicable vesting date or as soon as administratively practicable thereafter, but in any event by the end of the year in which vesting occurs; provided that to the extent this award (including dividend equivalents) constitutes nonqualified deferred compensation subject to Code section 409A, settlement due to "Separation from Service" (as defined by Code section 409A) shall not be made to a "Specified Employee" (as that term is defined in Code section 409A(a)(2)(B)(i)) until the first day of the seventh month following the Specified Employee's Separation from Service or, if earlier, the date of the Specified Employee's death. Once settled, the RSUs shall be cancelled, and all rights thereunder forfeited.
4. **Vesting.** To vest in the RSUs subject to this Award Agreement, including reinvested dividend equivalents, you must accept your award as specified in Section 1, and you must be continuously employed by the Company and/or its 100% owned (directly or indirectly) subsidiaries whose participation has been approved by the granting Committee ("Participating Companies") from the Grant Date specified in the Award Summary through the date(s) as set forth in the Vesting Schedule above.

Except as specified in Section 5 below or as approved in writing by the granting Committee in its sole discretion, unvested RSUs shall be immediately cancelled and all rights thereunder forfeited when you cease for any reason to be employed by the Company and the Participating Companies (as determined in accordance with the policies and practices of the Participating Company for whom you were last performing services, including any policies applicable to leaves of absence) (such cessation of employment referred to as a "Termination of Employment"). Transfer of employment among the Company and Participating Companies shall not constitute a Termination of Employment.

If the Company or a Participating Company characterizes your Termination of Employment as an involuntary termination for cause or for performance reasons, then notwithstanding anything to the contrary in Section 5, all unvested RSUs shall be immediately canceled and all rights thereunder forfeited upon such Termination of Employment.

If a Change of Control occurs and the successor or surviving entity does not assume or continue the RSUs, then the RSUs shall become vested and settle immediately prior to the Change of Control to the extent provided in Sections 12(a) and 12(c) of the Plan. Otherwise and except as provided in Section 5(e), vesting shall not be accelerated solely as a result of a Change of Control or a Termination of Employment following a Change of Control. If a Change of Control does not constitute a "change in the ownership of the corporation," a "change in effective control of the corporation" or a "change in the ownership of a substantial portion of the assets of the corporation," within the meaning of section 409A(a)(2)(A)(v) of the Code; Common Stock ceases to exist in connection with such Change of Control; and the successor or surviving entity does not assume or continue the RSUs, then with respect to any RSUs that constitute nonqualified deferred compensation subject to Code section 409A, such RSUs shall be converted into a right to receive an amount in cash equal to the Fair Market Value of a similar number of shares of Common Stock as of the date of the Change of Control, and such amount shall be settled and paid to you on the date the RSUs otherwise would have vested and settled in accordance with the other provisions of this Award Agreement.

5. **Accelerated Vesting Upon Certain Terminations of Employment.** The vesting date for the RSUs subject to this Award Agreement shall be accelerated after your Termination of Employment that constitutes a Separation from Service to the extent specified in this Section.

- a. Retirement at least One Year after the Grant Date. If you accept the award, a prorated number of the then unvested RSUs shall be vested the first day of the seventh month after the date of your voluntary Termination of Employment due to Retirement (or, if earlier, the date of your death or the fourth anniversary of the Grant Date) provided such termination constitutes a Separation from Service and occurs at least one year after the Grant Date. For this purpose, "Retirement" means Termination of Employment at age 55 or older with a minimum of five years of service (defined by the policies of the Participating Company) provided, however, that if you are not on the United States Payroll, the granting Committee may approve the use of a different definition.
- b. Layoff at least One Month after the Grant Date. If you accept the award, a prorated number of the then unvested RSUs shall be vested the first day of the seventh month after the date of your Termination of Employment due to Layoff (or, if earlier, the date of your death or the fourth anniversary of the Grant Date) provided such termination constitutes a Separation from Service and occurs at least one month after the Grant Date. For this purpose, "Layoff" is defined as "Layoff" under the ConocoPhillips Severance Pay Plan if you participate in that plan; "Severance" under the ConocoPhillips Executive Severance Plan or the ConocoPhillips Key Employee Change in Control Severance Plan, as applicable, if you participate in such plans; or layoff or redundancy under any similar written layoff or redundancy plan of the Company or a Participating Company in which you participate; provided that if all or any portion of the benefits under any such plan are contingent on the execution of a release of claims acceptable to the Company, a Termination of Employment shall not be considered due to "Layoff" for purposes of this award unless you execute and do not revoke such release.
- c. Disability or Death at least One Month after the Grant Date. If you accept the award, a prorated number of the RSUs shall be vested upon the date of your Termination of Employment due to death or the first day of the seventh month after the date of your Termination of Employment after Disability (or, if earlier, the date of your death or the fourth anniversary of the Grant Date) provided such termination constitutes a Separation from Service and occurs at least one month after the Grant Date.
  - i. For this purpose, "Disability" means a disability for which you have been determined to be entitled to (A) benefits under the applicable long-term disability plan of the Company or a Participating Company and/or (B) disability benefits under the Social Security Act or, if you are not eligible for such benefits, under a similar governmental program. In the absence of any such determination, the granting Committee is authorized to determine in its sole discretion whether you have a Disability.
  - ii. No transfer of the award or any rights thereunder as a result of your death shall be effective to bind the Company or the granting Committee unless the transferee(s) accept the terms and conditions of this Award Agreement and furnish the granting Committee with such evidence as the granting Committee considers necessary to establish the validity of the transfer.
- d. Proration Calculation. The number of RSUs for which vesting is accelerated pursuant to the foregoing is computed by multiplying the number of RSUs subject to this Award Agreement by a fraction, the numerator of which is the number of full months of employment from the first day of the month containing the Grant Date until the date of Termination of Employment and the denominator of which is the number of full months from the first day of the month containing the Grant Date until the last vesting date specified in the Award Summary. Such calculation shall be rounded in accordance with the granting Committee's administrative procedures. From this

result the number of RSUs previously settled (or applied to tax withholding) shall be subtracted to determine the prorated number of RSUs for which vesting is accelerated.

- e. **Business Transaction.** If you accept the award and your Termination of Employment that constitutes a Separation from Service occurs after the Grant Date as a result of (i) the outsourcing of a function; (ii) the sale of all or substantially all of the assets of a Participating Company to another employer outside of the Company's controlled group (whether or not you are offered or accept employment with the other employer); (iii) your transfer of employment to a company or other entity in which the Company owns, directly or indirectly, less than a 50% interest; or (iv) any other sale of assets determined by the granting Committee to be considered a divestiture for purposes of this award under the Plan, the granting Committee may, in its sole discretion, determine that all or a portion of the unvested RSUs shall not be canceled and instead accelerate the vesting of all or a portion of the RSUs to the first day of the seventh month after the date of such Termination of Employment or, if earlier, the date of your death or the fourth anniversary of the Grant Date or may deem the outsourcing vendor, buyer, or other post-transaction employer to remain a Participating Company until your Termination of Employment or other settlement of the award in accordance with its terms. If you are employed by a Participating Company that ceases to be a Subsidiary due to the sale or transfer of all or a portion of the equity interests of the Participating Company then the granting Committee may, in its sole discretion, determine that all or a portion of the unvested RSUs shall not be canceled and instead accelerate vesting and settlement of unvested RSUs in accordance with the requirements of Code section 409A or deem the divested entity (or its successor) to remain a Participating Company until your Termination of Employment or other settlement of the award in accordance with its terms. If you transfer employment to a Subsidiary that is not a Participating Company or otherwise have a Termination of Employment that does not constitute a Separation from Service in connection with a divestiture or other business transaction, the granting Committee may, in its sole discretion, deem the successor employer to remain a Participating Company until your Termination of Employment or other settlement of the award in accordance with its terms. Any determination by the granting Committee in accordance with the foregoing must be documented in writing and need not apply on the same basis to all award recipients under the Plan.
  - f. **Qualifying Termination Following a Change of Control.** If you accept the award, a Change of Control occurs, and the successor or surviving entity assumes the RSUs, then all of the RSUs shall be vested upon the date of your Qualifying Termination (as defined by the Plan) following the Change of Control provided such Qualifying Termination constitutes a Separation from Service. To avoid the possibility of doubt, a Termination of Employment after the second anniversary of the Change of Control shall not constitute a Qualifying Termination. For purposes of determining whether a Qualifying Termination has occurred, the terms "Cause" and "Good Reason" have the meaning specified by the ConocoPhillips Key Employee Change in Control Severance Plan without regard to whether you are eligible to participate in such plan.
6. **Common Stock Rights and Dividend Equivalents.** The RSUs do not have any voting rights or other rights generally associated with shares of Common Stock and are merely an obligation of the Company to make settlement in accordance with the Award Agreement. While outstanding, the RSUs subject to this Award Agreement shall accrue a dividend equivalent. On each date on which cash dividends are paid on Common Stock, the number of RSUs shall be increased by a number of whole and/or fractional RSUs equal to the amount of the cash dividends that would have been paid had the outstanding RSUs hereunder been shares of Common Stock, divided by the Fair Market Value of a share of Common Stock on such dividend payment date. If the RSUs are outstanding on the record date for a cash dividend but vest and are settled before the payment date for such

dividend, then such dividend, net of tax withholding, shall be paid to you in cash at the same time the dividend is paid to holders of Common Stock (in the event of administrative delay, payment shall be made no later than March 15 of the year following the year in which such cash dividends are paid to holders of Common Stock).

**7. Detrimental Activities and Suspension of Award.**

- a. If the granting Committee determines you have engaged or are engaging in any activity which, in the sole judgment of the granting Committee, is or may be detrimental to the Company or its Subsidiary, the granting Committee may cancel all or part of your unvested or unsettled RSUs. All rights under cancelled RSUs shall be forfeited.
- b. If the granting Committee, in its sole discretion, determines that the vesting of the RSUs or the settlement of RSUs through the issuance of Common Stock might violate any law, regulation, listing standard, or decree pertaining to the Company, any of its Affiliates, or you, the granting Committee may freeze or suspend your right to vesting and settlement of the RSUs until such time as vesting and settlement would no longer, in the sole discretion of the granting Committee, have the possibility of violating such law, regulation, listing standard, or decree.
- c. Notwithstanding anything herein to the contrary, the RSUs and all other awards to you under the Plan and its predecessor plans and programs (including the Variable Cash Incentive Program) are subject to forfeiture or recoupment, in whole or in part, under the terms of the Company's Clawback Policy (as amended from time to time) and under applicable law, including the Sarbanes-Oxley Act and the Dodd-Frank Act. You agree to cooperate with the Company and the granting Committee and take all actions necessary to assist the granting Company and the Committee in complying with such Clawback Policy, including returning or paying to the Company any amounts required to be recovered pursuant to such Clawback Policy. A copy of the Clawback Policy is available as an exhibit in the most recently filed Annual Report of ConocoPhillips on Form 10-K.

8. **Taxes and Tax Withholding.** You are responsible for all taxes relating to the RSUs and any other rights under the Award Agreement, regardless of the amount withheld. The Company makes no guarantees regarding the tax treatment of the award and tax consequences may vary depending on your citizenship and applicable law of the country in which you reside or work. The Company in its sole discretion may withhold RSUs, or shares of Common Stock otherwise deliverable in settlement of RSUs, either at the time of crediting, at the time of settlement, or at any other time in order to satisfy tax withholding up to the maximum statutory withholding rate, and the Company may accelerate vesting as needed to accomplish such tax withholding. Withheld units or shares may be retained by the Company or sold on your behalf. The Company in its sole discretion may also withhold any taxes up to the maximum statutory withholding rate from dividend equivalents and may satisfy tax withholding (and any required interest relating to such withholding) by other payroll deduction. By accepting the award you are deemed to direct such withholding, including additional withholding of any fractional RSUs or shares settled through tax withholding.
9. **Certain Adjustments.** In the event certain corporate transactions, recapitalizations, or stock splits occur while RSUs are outstanding, the number of RSUs shall be correspondingly adjusted in accordance with the Plan.

10. **Personal Data.** The administration of the Plan and this Agreement, including any subsequent ownership of Common Stock, involves the collection, use, and transfer of personal data about you among the Company, its Subsidiaries and Affiliates, the granting Committee and its delegates, and third-party service providers such as Merrill (a Bank of America Company) and Computershare (or their successors), as well as various regulatory and tax authorities around the world. This data may include your name; age; date of birth; compensation; contact information including address and telephone number; work location; employment status; tax status; social insurance, tax, or other identification number; salary; nationality; citizenship; job title or position; Common Stock ownership; details of awards granted, cancelled, vested or unvested, and outstanding; and related information. By accepting this award, you authorize such collection, use, and transfer of such data. To the extent applicable, personal data is maintained, processed, and used by the Company in accordance with applicable law and the ConocoPhillips Global Workforce Privacy Policy. To the extent applicable, you may exercise your right to access, correct, restrict, or delete your personal data by following the procedure set forth in the ConocoPhillips Global Workforce Privacy Policy. Third party service providers for the Program may require your agreement to separate data use and transfer provisions to comply with applicable laws, and your acceptance of this award is conditioned on such agreement.
11. **No Assignment Except Upon Death.** The RSUs and any other rights under the Award Agreement cannot be sold, assigned, pledged, or transferred other than as a consequence of your death or otherwise in accordance with the Plan. If you die prior to settlement of this award, settlement shall be made to the beneficiary or beneficiaries you designated in a properly completed beneficiary designation form acceptable to and received by the granting Committee prior to your death. In the absence of such a beneficiary designation, settlement shall be made to your estate or to the person or persons to whom this award is validly transferred by will or the laws of descent and distribution. However, no post-death transfer of this award or amounts payable in settlement of the award shall be effective to bind the Company unless the granting Committee is furnished with written notice with a copy of the beneficiary designation or will, and with such other evidence as the granting Committee may deem necessary to establish the validity of the transfer and the acceptance by the transferee or transferees of the terms and conditions of this award.
12. **Effect on Employment and other Plans.** No provision of this Agreement shall confer any right upon you to continued employment with the Company or any Affiliate. Neither the issuance nor vesting of the award or other payments hereunder shall be considered earnings for purposes of any retirement plans or any other compensation plans of the Company or any Affiliate.
13. **Governing Law and Language.** This Award Agreement shall be governed by, construed, and enforced in accordance with the laws of the State of Delaware. You agree that it is your express intent that the Award Agreement, the Plan and all other documents, notices and legal proceedings entered into, given, or instituted with respect to the Award Agreement, be drawn up in English. You acknowledge that you are proficient in the English language and understand the terms of the Award Agreement or have had the ability to consult with your advisor who is sufficiently proficient in the English language. In the event the Award Agreement, Plan, or any related instruments or notices are translated into another language, and if the meaning of the translated version is different than the English version, the English version will control.

14. **Amendment.** The Award Agreement may be amended or supplemented in writing without your consent (a) to cure any ambiguity or to correct or supplement any provision herein which may be defective or inconsistent with any other provision herein; (b) to add to the covenants and agreements of the Company for your benefit or to add to your rights or to surrender any right or power reserved to or conferred upon the Company, provided, in each case, that such changes or corrections shall not adversely affect your rights hereunder without your consent; or (c) to make such other changes as the Company, upon advice of counsel, determines are necessary or advisable because of the adoption or promulgation of, or change in or of the interpretation of, any law or governmental rule or regulation, including any applicable federal or state securities or tax laws. Otherwise, the Award Agreement may not be amended except by written instrument signed by you and the Company.
15. **Successors and Assigns.** The Company may assign any of its rights under this Award Agreement. The Award Agreement shall be binding upon and inure to the benefit of the successors and assigns of the Company. Subject to the restrictions on transfer set forth herein, this Award Agreement shall be binding upon you and your heirs, executors, or administrators.
16. **Entire Agreement; Severability.** The Award Agreement together with the Plan constitutes the entire understanding between you and the Company with respect to the subject matter of this Award Agreement. The provisions of the Award Agreement and Plan are severable, and if any one or more provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.
17. **Waiver.** You understand that the waiver by the Company with respect to your compliance of any provision of this Agreement shall not operate or be construed as a waiver of any other provision of this Agreement, or of any subsequent breach of a provision of this Agreement.
18. **Global Appendix.** Notwithstanding anything herein to the contrary, the RSUs will also be subject to the applicable terms and conditions set forth on Appendix A to the extent the Company determines that the application of such terms and conditions is necessary or advisable to comply with local law or facilitate the administration of the Plan as a result of your residence or employment in, or relocation after the Grant Date to, a country outside the United States. Appendix A is part of this Award Agreement.

### SUBSIDIARY GUARANTORS OF GUARANTEED SECURITIES

We have various cross guarantees among ConocoPhillips (Delaware), ConocoPhillips Company (Delaware), and Burlington Resources LLC (Delaware) with respect to publicly held debt securities. ConocoPhillips Company is wholly owned by ConocoPhillips. Burlington Resources LLC is wholly owned by ConocoPhillips Company. Except as listed below, either ConocoPhillips or ConocoPhillips Company has fully and unconditionally guaranteed the payment obligations of Burlington Resources LLC with respect to its publicly held debt securities. Similarly, ConocoPhillips has fully and unconditionally guaranteed the payment obligations of ConocoPhillips Company with respect to its publicly held debt securities. Further, ConocoPhillips Company has fully and unconditionally guaranteed the payment obligations of ConocoPhillips with respect to its publicly held debt securities. All such guarantees are joint and several.

The following table summarizes the Issuer (I) and/or Guarantors (G), as applicable, for our outstanding publicly held debt securities.

Outstanding Securities	ConocoPhillips	ConocoPhillips Company	Burlington Resources LLC
2.40% Notes due 2025	G	I	
3.35% Debentures due 2025	G	I	
7.8% Debentures due 2027	G	I	
4.4% Notes due 2027	G	I	
3.75% Notes due 2027	I	G	
4.3% Notes due 2028	I	G	
7.0% Debentures due 2029	G	I	
6.95% Notes due 2029	G	I	
5.3% Notes due 2029	G	I	
8.125% Notes due 2030	G	I	
4.7% Notes due 2030	G	I	
2.4% Notes due 2031	I	G	
6.8% Notes due 2032	G	I	
5.9% Notes due 2032	I	G	
4.85% Notes due 2032	G	I	
5.05% Notes due 2033	G	I	
5.7% Notes due 2034	G	I	
4.15% Notes due 2034	G	I	
5.0% Notes due 2035	G	I	
5.95% Notes due 2036	G	G	I
6.6% Notes due 2037	G	I	
5.9% Notes due 2038	I	G	
6.5% Notes due 2039	I	G	
3.758% Notes due 2042	G	I	
4.3% Notes due 2044	G	I	
5.2% Notes due 2045	G	I	
5.95% Notes due 2046	G	I	
7.9% Debentures due 2047	G	I	
4.875% Notes due 2047	I	G	
4.85% Notes due 2048	I	G	
3.8% Notes due 2052	G	I	
5.3% Notes due 2053	G	I	
5.55% Notes due 2054	G	I	
5.5% Notes due 2055	G	I	
4.025% Notes due 2062	G	I	
5.7% Notes due 2063	G	I	
5.65% Notes due 2065	G	I	

## CERTIFICATION

I, Ryan M. Lance, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ConocoPhillips;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

August 7, 2025

*/s/ Ryan M. Lance*

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Ryan M. Lance  
Chairman and  
Chief Executive Officer



## CERTIFICATION

I, Andrew M. O'Brien, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ConocoPhillips;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

August 7, 2025

*/s/ Andrew M. O'Brien*

Andrew M. O'Brien

Chief Financial Officer and

Executive Vice President, Strategy and Commercial

**CERTIFICATIONS PURSUANT TO 18 U.S.C. SECTION 1350**

In connection with the Quarterly Report of ConocoPhillips (the Company) on Form 10-Q for the period ended June 30, 2025, as filed with the U.S. Securities and Exchange Commission on the date hereof (the Report), each of the undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to their knowledge:

- (1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 7, 2025

*/s/ Ryan M. Lance*

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Ryan M. Lance  
Chairman and  
Chief Executive Officer

*/s/ Andrew M. O'Brien*

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Andrew M. O'Brien  
Chief Financial Officer and  
Executive Vice President, Strategy and Commercial