

PHILLIPS 66

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Phillips 66 (the “Company”) and is responsible for (1) identifying individuals qualified to become directors of the Company, (2) recommending to the Board director candidates to fill vacancies on the Board or to stand for election by the shareholders of the Company, (3) recommending committee assignments for directors to the Board, (4) periodically assessing the performance of the Board, (5) recommending to the Board the compensation and benefits policy for nonemployee directors of the Company, (6) overseeing the development of a succession management plan for the Chairman and CEO, and (7) reviewing and recommending to the Board appropriate corporate governance policies and procedures for the Company.

Authority and Responsibilities

1. The Committee shall determine the skills and qualifications required of directors to be considered in selecting potential candidates for Board membership, taking into account the necessity of composing a board which possesses the collaborative culture, character, skills, experiences and expertise required for oversight of execution of the Company’s strategy and its responsibility to select nominees who reflect a diversity of backgrounds and perspectives. Diversity shall be broadly construed to mean a variety of identities, perspectives, personal and professional experiences and backgrounds. This can be represented in both visible and non-visible characteristics that include but are not limited to race, ethnicity, national origin, age, gender and sexual orientation.
2. The Committee shall actively seek and evaluate individuals qualified to become directors of the Company and recommend director candidates to the Board to fill vacancies on the Board or stand for election to the Board by the shareholders of the Company.
3. The Committee is responsible for reviewing with the Board the qualifications of potential new Board members. The Committee also is responsible for reviewing the composition of the Board as a whole, relative to its various responsibilities and the desired expertise and diversity of its membership, and recommending such action as it deems appropriate in seeking potential new Board members. The Committee shall determine whether the Board membership is in compliance with the independence standards set forth in the Corporate Governance Guidelines.
4. The Committee shall seek to complete customary vetting procedures with respect to individuals suggested for Board membership by shareholders of the Company or other sources.
5. The Committee shall annually recommend to the Board the slate of director nominees to be submitted for a vote at the annual meeting of shareholders.

6. The Committee shall consider nominations for Board membership recommended by security holders.
7. The Committee shall, from time to time, consider the advisability of rotations of committee assignments and make recommendations with respect thereto to the full Board. The Committee shall recommend committee assignments for directors to the Board as openings occur, or as rotations are deemed advisable by the Board. The Committee shall recommend committee assignments in accordance with the membership requirements specified in the Charter of each committee, and with due consideration of each committee's annual assessment of its composition, performance and effectiveness, and the expressed preferences of directors.
8. The Committee shall conduct an annual assessment of the qualifications and performance of the Board. In conducting its assessment, the Committee will solicit comments from all directors and may employ such other means as it may deem appropriate in conducting the assessment, including the employment of outside consultants and advisors. The Committee shall discuss the assessment with the full Board following the end of each fiscal year.
9. The Committee shall annually review and make recommendations to the Board with respect to the compensation and benefits of nonemployee directors of the Company, including under any incentive compensation plans and equity-based compensation plans.
10. The Committee shall recommend Corporate Governance Guidelines to the Board and shall periodically review and assess the adequacy of those Guidelines, and recommend any proposed changes to the Board for approval.
11. The Committee shall review and approve or ratify all related-party transactions involving directors in accordance with the Company's Code of Business Ethics and Conduct with respect to related-person transactions.
12. The Committee shall monitor the orientation and continuing education programs for directors.
13. The Committee shall be responsible for overseeing the development of a succession management plan for the Chairman and CEO and shall make an annual report to the Board.
14. The Committee shall approve payments by the Company of expenses for directors' participation in non-Company continuing education programs.
15. The Committee shall have the sole authority to retain and terminate any search firms to be used to identify and recruit director candidates and shall have sole authority to approve the search firm's fees and other retention terms. To reflect the Board's commitment to diversity, in connection with the use of any such search firm, the Committee will require the search firm to include qualified candidates who reflect diverse backgrounds, including, but not limited to, diversity of race, ethnicity, national origin, age, gender and/or sexual orientation.

16. The Committee shall be assisted by appropriate corporate staffs, and, in addition, the Committee may obtain assistance from such other persons, who need not be employees of the Company, or organizations as it may deem appropriate, with the expenses incurred in their use to be paid by the Company. The foregoing authority includes the authority to retain, terminate and obtain advice and assistance from external legal, financial or other advisors and consultants.
17. The Committee may appoint and delegate its authority to subcommittees consisting of one or more members as it deems appropriate.
18. The Committee shall consider a director's offer to resign if not re-elected at a shareholder meeting or upon a change in his or her principal position, status or employment and report its recommendation to the Board.
19. The Committee shall exercise such other duties and responsibilities as may be assigned by the Board from time to time.

Membership

The Committee shall consist of three or more members who are appointed by the Board on the recommendation of the Committee who may be removed by the Board at any time. The Committee shall comply with the independence requirements of the Corporate Governance Guidelines and the New York Stock Exchange.

Meetings

Except as otherwise required by the By-Laws or the Certificate of Incorporation of the Company, a majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee.

The Chairperson of the Committee shall be responsible for scheduling all meetings of the Committee and providing the Committee with a written agenda for each meeting. The Chairperson shall preside at the meetings of the Committee. In the absence of the Chairperson, the majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting.

The Committee shall make regular reports to the Board, and all actions of the Committee shall be reported to the Board at the next regular meeting of the Board. The Secretary or an Assistant Secretary of the Company shall keep the minutes of the Committee, which shall be made available to any Board member upon request.

The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as is necessary or desirable and not inconsistent with the provisions of the By-Laws or this Charter.

Miscellaneous

The Committee shall review and reassess the adequacy of this Charter and the composition of the Committee annually and recommend any proposed changes to either to the Board for approval.

The Committee shall annually review its own performance and report such evaluation to the Board.

Nothing in this Charter shall be deemed to amend the provisions of the By-Laws with respect to this Committee or other committees of the Board absent a separate resolution of the Board expressly amending the By-Laws.

Effective as amended May 12, 2021