

PHILLIPS 66
PUBLIC POLICY AND SUSTAINABILITY COMMITTEE CHARTER

Purpose

The Public Policy and Sustainability Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Phillips 66 (the “Company”) to:

- Assist the Board in identifying, evaluating and reviewing social, political, environmental and operational excellence trends and related risks that could affect the Company’s business activities and performance;
- Assist the Board by reviewing management’s proposed actions to anticipate and adjust to such trends and manage such risks so as to more effectively achieve the Company’s long-term business goals; and
- Review the Company’s global reputation and management’s proposals for actions the Company can take to be, and be known as, a good and welcome citizen in the communities in which it participates while furthering its long-term business objectives.

Authority and Responsibilities

1. The Committee shall review, and make recommendations to the Board on the Company’s compliance with, the Company’s policies, programs and practices regarding: (1) health, safety and environmental protection; (2) government relations and political contributions; (3) social impact; and (4) corporate responsibility matters.
2. The Committee shall review the Company’s sustainability program and receive reports on the progress of the Company’s sustainability initiatives. The Committee will also review the Company’s report on sustainability.
3. The Committee shall review and approve the Company’s budgets for political candidate contributions and independent expenditures, and receive reports from management on such candidate contributions, independent expenditures and other political expenditures made by the Company.
4. The Committee shall review the administration of any U.S. based political committee of the Company’s employees (commonly known as “Political Action Committees” or “PACs”).
5. The Committee shall review and approve the Company’s annual budget for charitable contributions.
6. The Committee shall be assisted by corporate staff members, and may also obtain assistance from such other persons, who need not be employees of the Company, or organizations, as it may deem advisable, with the expenses incurred borne by the Company.

7. The Committee may appoint and delegate authority to subcommittees or other committees, as it deems appropriate.

Membership

The Committee shall consist of three or more members appointed by the Board on the recommendation of the Nominating and Governance Committee who may be removed by the Board at any time.

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, as necessary to keep all Board members apprised. 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 annually shall review and reassess the adequacy of this Charter and recommend any proposed changes to the full Board for approval. The Committee also shall assess the composition of the Committee annually and recommend any proposed changes to the Nominating and Governance Committee for consideration and recommendation to the full 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 December 11, 2020