

PHILLIPS 66

AUDIT AND FINANCE COMMITTEE CHARTER

Purpose

The Audit and Finance Committee (the “Committee”) is appointed by the Board of Directors (“Board”) of Phillips 66 (the “Company”) to assist the Board in fulfilling its oversight responsibilities by performing the following:

- Discuss with management, the independent auditor, and the internal auditor the integrity of the Company’s accounting policies, internal controls, financial statements, financial reporting practices, and select financial matters, covering the Company’s capital structure, complex financial transactions, financial risk management, retirement plans and tax planning.
- Review significant corporate risk exposures, and steps management has taken to monitor, control and report such exposures.
- Review the qualifications, independence and performance of the Company’s independent auditor and internal auditor.
- Review the Company’s overall direction and compliance with legal and regulatory requirements and its policies, including its Code of Business Ethics and Conduct.
- Maintain open and direct lines of communication with the Board and Company’s management, internal auditor and independent auditor.

Authority

The Committee will have the authority to retain special legal, accounting or other experts for advice, consultation or special investigation. The Committee may request any officer or employee of the Company, the Company’s outside legal counsel, or the independent auditor to attend a meeting of the Committee or to meet with any member of, or consultants to, the Committee. The Committee may also, to the extent it deems necessary or appropriate, meet with the Company’s investment bankers or financial analysts who follow the Company. The Committee will have full access to the books, records and facilities of the Company.

Responsibilities

In carrying out its oversight responsibilities, the Committee shall, to the extent it deems necessary or appropriate:

Financial Statement and Disclosure Matters

1. Review and discuss the annual audited financial statements, including disclosures made in Management’s Discussion and Analysis, with management and the

independent auditor, and make its recommendation to the Board as to the inclusion of the Company's audited financial statements in the Company's Annual Report on Form 10-K.

2. Review and discuss with management and the independent auditor the Company's quarterly financial results prior to the filing of the Form 10-Q, including disclosures made in Management's Discussion and Analysis and the results of the independent auditor's review of the quarterly financial statements.
3. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting, the development, selection and disclosure of critical accounting estimates, and analyses of the effect of alternative assumptions, estimates or Generally Accepted Accounting Principles (GAAP) methods on the Company's financial statements.
4. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures related to the Company's financial statements.
5. Discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussions may be general (consisting of discussing the types of information to be disclosed and the types of presentations to be made), and each earnings release or each instance in which the Company provides earnings guidance need not be discussed in advance.
6. Review with the independent auditor the matters required to be communicated by Public Company Accounting Oversight Board (PCAOB) Auditing Standard No. 16 (Communications with Audit Committees).
7. Review and discuss with management (including the senior internal audit executive) and the independent auditor the Company's internal controls report and the independent auditor's attestation of the report prior to the filing of the Company's Form 10-K.
8. Review disclosures made to the Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

Independent Auditor Matters

9. Approve the appointment of the independent auditor, which firm is ultimately accountable to the Committee, as the shareholders' representatives. Determine and approve audit engagement fees and other compensation to be paid to the independent auditor.
10. Review and discuss with the independent auditor any documentation supplied by the independent auditor as to the nature and scope of any tax services to be approved, as well as the potential effects of the provision of such services on the auditor's independence.
11. Review the experience and qualifications of the senior members of the independent auditor's team.
12. Obtain and review a report from the independent auditor at least annually regarding (a) the auditor's internal quality-control procedures, (b) any material issues raised by the most recent quality-control review, or peer review, of the auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (c) any steps taken to deal with any such issues, and (d) all relationships between the independent auditor and the Company. Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and the provision of non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management and the internal auditor.
13. Oversee that neither the lead audit partner nor the reviewing audit partner perform audit services for the Company for more than five (5) consecutive fiscal years.
14. Oversee that the independent auditor submits to the Committee, on a periodic basis, a formal written statement delineating all relationships between the independent auditor and the Company, and actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor.
15. Set clear policies for the Company's hiring of employees or former employees of the independent auditor.
16. Discuss with the engagement partner of the independent auditor issues on which he or she was consulted by the Company's audit team and matters of audit quality and consistency.
17. Discuss with the independent auditor material issues on which the national office of the independent auditor was consulted by the Company's audit team.

18. Determine whether to retain or terminate the independent auditor and inform the Board of its decision.
19. Approve, and discuss the scope and approach of, all auditing services (including comfort letters and statutory audits) and any non-audit work to be undertaken by the independent auditor prior to the performance of such work and disclose any such approvals in the Company's periodic filings.

Internal Audit Matters

20. Review the internal audit process for establishing the annual internal audit plan and the focus on risk.
21. Discuss annually (and obtain input from management and the senior internal audit executive) the charter, budget, organizational structure, responsibilities, and qualifications of the internal audit staff and any recommended changes in the planned scope of the internal audit.
22. Discuss and approve the appointment, replacement, or dismissal of the senior internal audit executive.
23. Discuss significant reported issues to management prepared by the internal audit department and management's responses to such issues/recommendations.
24. Discuss written reports to the Committee prepared by the internal audit department evaluating internal controls and risks.

Internal Controls

25. Discuss with the independent auditor and internal auditor:
 - The adequacy and effectiveness of the Company's internal controls, including computerized information system controls and security, and consider any recommendations for improvement of such controls.
 - Any related significant findings and recommendations of the independent and/or internal auditor together with management's responses.

Finance Matters

26. Discuss with management the status of policies and practices covering significant financial matters, such as cash management, off-balance sheet and structured financing, major financial exposures, investment and funding of employee benefit plans, major insurance programs and significant tax strategies.

Legal and Tax Matters

27. Discuss with management (including the General Counsel) the status of significant legal and tax matters that could have a material impact on the Company's financial statements or compliance policies and internal controls.

Compliance Matters

28. Obtain from the independent auditor assurance that Section 10A (a) through (f) of the Securities and Exchange Act of 1934, as amended, has not been implicated.
29. Discuss with management, the independent auditor and the internal auditor the Company's compliance with applicable laws and regulations and any material reports, correspondence or inquiries from regulatory or government agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies.
30. Obtain reports from management, the Company's senior internal auditing executive and the independent auditor that the Company and its subsidiary/foreign affiliated entities are in conformity with applicable legal and regulatory requirements and the Company's Code of Business Ethics and Conduct. Review reports and disclosures of insider and affiliated party transactions. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Ethics and Conduct.
31. Oversee the establishment of procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential anonymous submissions by employees of concerns regarding questionable accounting or auditing matters.
32. Review any report of evidence of a "material violation" made to the Committee pursuant to the Company's Legal Department Policy Regarding Compliance with SEC Attorney Conduct Rules by any of the Company's in-house or outside attorneys and take all necessary and appropriate action in response thereto.
33. Review and approve or ratify all related-party transactions involving executive officers in accordance with the Company's Code of Business Ethics and Conduct with respect to related-person transactions.

Risk Management

34. Facilitate appropriate coordination among the Board's committees with respect to oversight of the Company's risk management.
35. Meet periodically with management to discuss the Company's major risk exposures and policies and the steps taken to insure appropriate processes are in

place to identify, manage, and control business risks associated with the Company's business objectives.

36. Discuss with management significant risk management failures, if any, including management's response.

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. The Committee shall comply with the independence, experience and other requirements of the New York Stock Exchange, the Sarbanes-Oxley Act of 2002 and any other applicable laws. At least one member of the Committee shall be an "audit committee financial expert" as defined by the Securities and Exchange Commission.

In fulfilling their responsibilities, it is recognized that members of the Committee are not full-time employees of the Company. It is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing, legal, or accounting reviews or procedures. The Company's management is responsible for preparing the Company's financial statements and the independent auditor is responsible for auditing those financial statements.

Unless he or she believes to the contrary (in which case, he or she will advise the Committee of such belief), each member of the Committee shall be entitled to assume and rely on (1) the integrity of those persons and organizations within and outside the Company that it receives information from and (2) the accuracy of the financial, legal, safety, health and environment, and other information provided to the Committee by such persons or organizations.

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.

The Committee shall meet at least quarterly with management, the internal auditor, and the independent auditor in separate executive sessions.

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.

The Committee shall prepare the report of the Committee required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement. The Committee shall also perform such other duties as may be assigned to it from time to time by 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 July 12, 2017