



PROVIDING ENERGY. IMPROVING LIVES.

DCP Midstream Transactions Overview

January 2023



Cautionary Statement

This presentation contains forward-looking statements within the meaning of the federal securities laws. Words such as "anticipated," "estimated," "expected," "planned," "scheduled," "targeted," "believe," "continue," "intend," "will," "would," "objective," "goal," "project," "efforts," "strategies" and similar expressions that convey the prospective nature of events or outcomes generally indicate forward-looking statements. However, the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements included in this presentation are based on management's expectations, estimates and projections as of the date they are made. These statements are not guarantees of future performance and you should not unduly rely on them as they involve certain risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecast in such forward-looking statements. Factors that could cause actual results to differ include: the effects of any widespread public health crisis and its negative impact on commercial activity and demand for refined petroleum products; the inability to timely obtain or maintain permits necessary for capital projects; changes to worldwide government policies relating to renewable fuels and greenhouse gas emissions that adversely affect programs like the renewable fuel standards program, low carbon fuel standards and tax credits for biofuels; fluctuations in NGL, crude oil, and natural gas prices, and petrochemical and refining margins; uncertainties as to the timing to consummate the potential transaction; the effects of disruption to Phillips 66's or DCP Midstream LP's "DCP" respective businesses; Phillips 66's ability to achieve the expected benefits from the integration of DCP and the potential transaction; the diversion of management's time on integration-related and transaction-related issues; unexpected changes in costs for constructing, modifying or operating our facilities; unexpected difficulties in manufacturing, refining or transporting our products; the level and success of drilling and production volumes around our midstream assets; risks and uncertainties with respect to the actions of actual or potential competitive suppliers and transporters of refined petroleum products, renewable fuels or specialty products; lack of, or disruptions in, adequate and reliable transportation for our NGL, crude oil, natural gas, and refined products; potential liability from litigation or for remedial actions, including removal and reclamation obligations under environmental regulations; failure to complete construction of capital projects on time and within budget; the inability to comply with governmental regulations or make capital expenditures to maintain compliance; limited access to capital or significantly higher cost of capital related to illiquidity or uncertainty in the domestic or international financial markets, which may also impact our ability to repurchase shares and declare and pay dividends; potential disruption of our operations due to accidents, weather events, including as a result of climate change, acts of terrorism or cyberattacks; general domestic and international economic and political developments including armed hostilities (including the Russia-Ukraine war), expropriation of assets, and other political, economic or diplomatic developments; changes in international monetary conditions and exchange controls; changes in governmental policies relating to NGL, crude oil, natural gas, refined petroleum products, or renewable fuels pricing, regulation or taxation, including exports; changes in estimates or projections used to assess fair value of intangible assets, goodwill, and property and equipment and/or strategic decisions with respect to our asset portfolio that cause impairment charges; investments required, or reduced demand for products, as a result of environmental rules and regulations; changes in tax, environmental and other laws and regulations (including alternative energy mandates); political and societal concerns about climate change that could result in changes to our business or increase expenditures, including litigation-related expenses; the operation, financing and distribution decisions of equity affiliates we do not control; and other economic, business, competitive and/or regulatory factors affecting Phillips 66's businesses generally, as set forth in our filings with the Securities and Exchange Commission (SEC). Phillips 66 is under no obligation (and expressly disclaims any such obligation) to update or alter its forward-looking statements, whether as a result of new information, future events or otherwise.

This presentation includes the forward-looking non-GAAP financial measure "adjusted EBITDA". See the Appendix for the definition of adjusted EBITDA. Actual adjusted EBITDA performance will depend on elements of net income, expenses and other financial and operating metrics that are not available or unknown at this time. Accordingly, a reconciliation of this measure to the nearest GAAP financial measure cannot be provided without unreasonable effort. Investors should not place undue reliance on forward-looking non-GAAP financial measures.



Acquisition of DCP Public Common Units

Phillips 66 has agreed to acquire all publicly held common units of DCP

- All cash consideration of \$41.75 per common unit
- Transaction to be structured as a merger of an indirect subsidiary of Phillips 66 with and into DCP, with DCP as the surviving entity

Aggregate cash value of units being acquired approximately \$3.8 billion

Plan to fund through cash and debt

- Expect to maintain current Phillips 66 credit ratings (A3/BBB+)

Approval of the transaction by public holders of DCP common units not required

Closing expected to occur in the second quarter of 2023, subject to customary closing conditions, at which time DCP common units will be delisted

DCP Transactions Overview

Phillips 66 previously realigned economic and governance interests and assumed oversight and management of DCP on August 17, 2022

Public buy-in increases Phillips 66 economic interest in DCP to ~87%

\$1 billion uplift to Phillips 66 adjusted EBITDA expected as a result of the increases in economic interest

In addition, expect to capture at least \$300 million in commercial and operating synergies by 2025, targeting over half by end of this year

<div><div><div><div>DCP</div><div>Midstream</div></div></div><div>Economic Interests in DCP</div></div>			
	Before Transactions	Post Realignment 8/17/2022	Post Public Buy-In
<div><div><div>PHILLIPS</div><div>66</div></div></div>	28.26%	43.31%	86.80%
<div><div><div>ENBRIDGE</div></div></div>	28.26%	13.20%	13.20%
Public Common Units	43.49%	43.49%	0%
	100.00%	100.00%	100.00%

DCP Assets Strengthen NGL Footprint

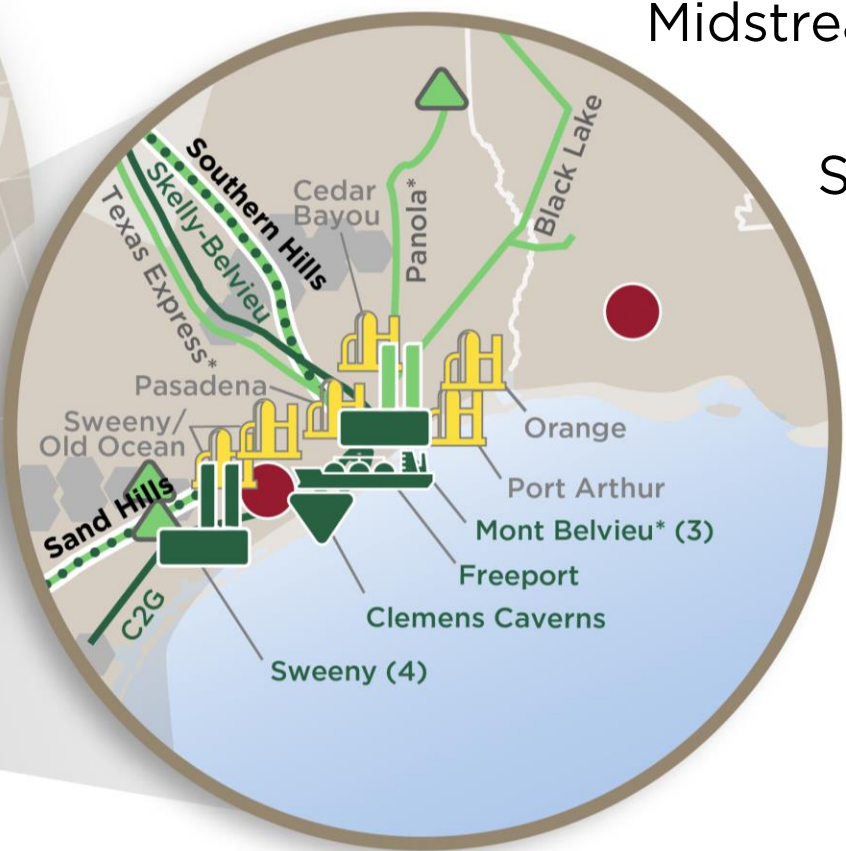
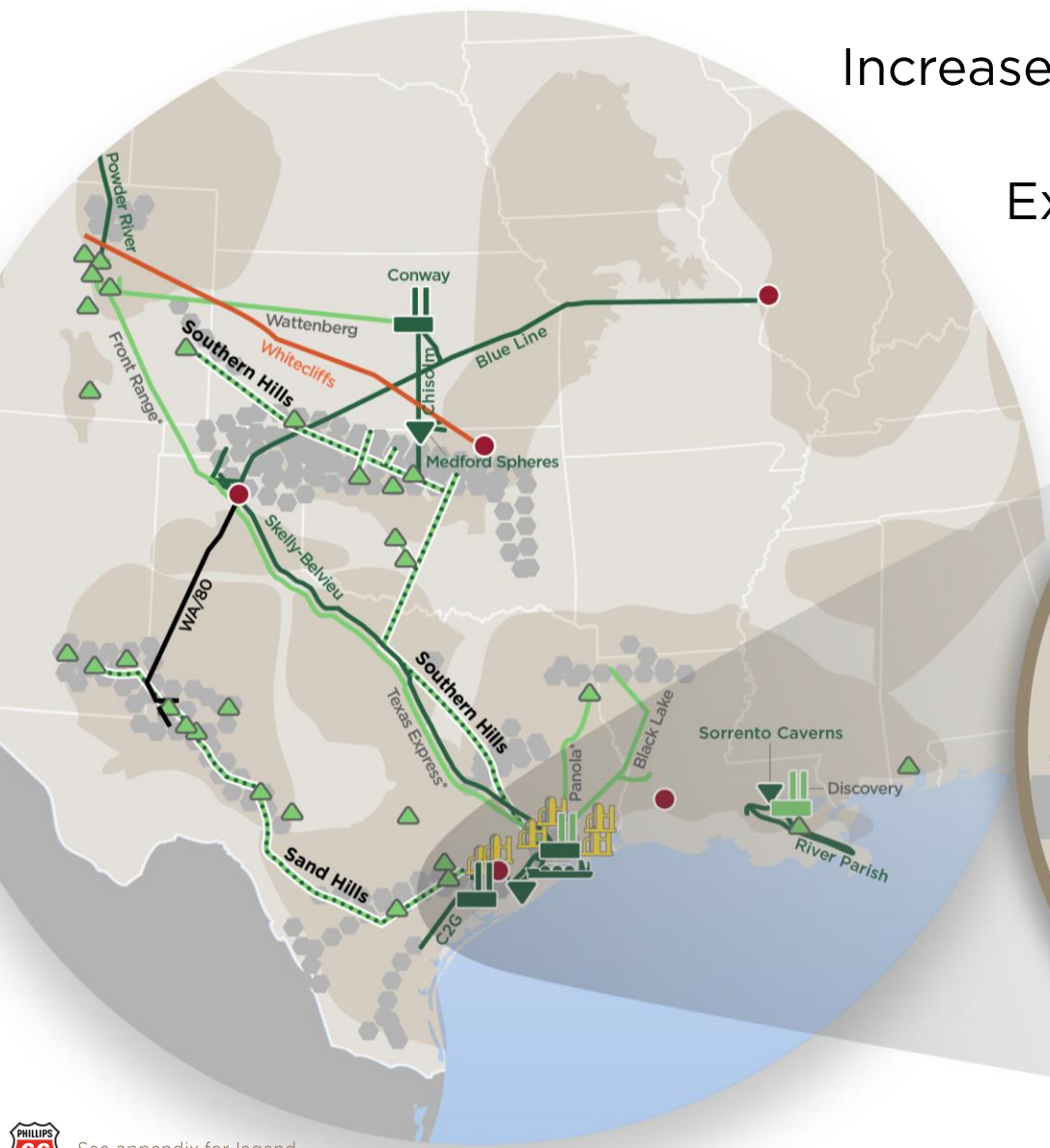
Increases Midstream NGL operational size and scale

Extends participation in full NGL value chain

Midstream growth platform

Simplified structure

Unlocks cash flow





Acquisition of DCP Public Common Units

Additional Information and Where You Can Find It

This presentation does not constitute a solicitation of any vote or approval with respect to the proposed transaction. This presentation relates to a proposed business combination between Phillips 66 and DCP. In connection with the proposed transaction, Phillips 66 and DCP expect to file an information statement and other documents with the U.S. Securities and Exchange Commission (“SEC”). INVESTORS AND SECURITYHOLDERS OF PHILLIPS 66 AND DCP ARE ADVISED TO CAREFULLY READ ANY INFORMATION STATEMENT AND ANY OTHER DOCUMENTS THAT HAVE BEEN FILED OR MAY BE FILED WITH THE SEC (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS THERETO) IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE TRANSACTION, THE PARTIES TO THE TRANSACTION AND THE RISKS ASSOCIATED WITH THE TRANSACTION. The definitive information statement, when available, will be sent to securityholders of DCP relating to the proposed transaction. Investors and securityholders may obtain a free copy of such documents and other relevant documents (if and when available) filed by Phillips 66 or DCP with the SEC from the SEC’s website at www.sec.gov. Securityholders and other interested parties will also be able to obtain, without charge, a copy of such documents and other relevant documents (if and when available) from Phillips 66’s website at www.phillips66.com under the “Investors” tab under the heading “SEC Filings” under the “Financial Information” sub-tab or from DCP’s website at www.dcpmidstream.com under the “Investors” tab and the “SEC Filings” sub-tab.

Participants in the Solicitation

Phillips 66, DCP and their respective directors, executive officers and certain other members of management may be deemed to be participants in the solicitation of consents in respect of the transaction. Information about these persons is set forth in Phillips 66’s proxy statement relating to its 2022 Annual Meeting of Stockholders, which was filed with the SEC on March 31, 2022; Phillips 66’s Annual Report on Form 10-K, which was filed with the SEC on February 18, 2022; certain of Phillips 66’s Current Reports on Form 8-K; DCP’s Annual Report on Form 10-K for the year ended December 31, 2021, which was filed with the SEC on February 18, 2022, and subsequent statements of changes in beneficial ownership on file with the SEC. Securityholders and investors may obtain additional information regarding the interests of such persons, which may be different than those of the respective companies’ securityholders generally, by reading the information statement and other relevant documents regarding the transaction (if and when available), which may be filed with the SEC.



Appendix



Legend

Maps

Maps, images and drawings are for informational purposes only and may not be to scale.

Phillips 66 Assets





-  Crude Pipeline
-  Fractionator
-  LPG Export Terminal
-  NGL/LPG Pipeline
-  NGL/LPG Storage Facility
-  Refinery

DCP Assets

-  Fractionator
-  Gas Plant
-  NGL Gathering
-  NGL Pipeline

DCP/Phillips 66 Assets

-  Fractionator
-  NGL Pipeline—Jointly Owned

-
-  CPChem Facility
 -  * Minority Interest
 -  NGL Pipeline—Third Party
 -  Shale Basin



Footnotes

Affiliates of Phillips 66, as the holders of a majority of the outstanding DCP common units, have delivered their consent to approve the transaction. As a result, DCP has not solicited and is not soliciting approval of the transaction by any other holders of DCP common units.

The receipt of cash for DCP common units pursuant to the transaction will be a taxable transaction to U.S. Holders for U.S. federal income tax purposes.

The DCP adjusted EBITDA uplift amount assumes the acquisition of all outstanding public common units of DCP plus our increased economic interest in DCP as a result of the merger of DCP Midstream, LLC and Gray Oak Holdings, LLC, excluding the impact from economic interests in Gray Oak Pipeline, LLC.

Synergy capture expected on a run-rate basis.

Non-GAAP Definitions

This presentation includes the term “adjusted EBITDA,” which, as used in this presentation, is a forward-looking non-GAAP financial measure. EBITDA is defined as estimated net income plus estimated net interest expense, income taxes, depreciation and amortization. Adjusted EBITDA is defined as estimated EBITDA plus the proportional share of selected equity affiliates’ estimated net interest expense, income taxes, depreciation and amortization less the portion of estimated adjusted EBITDA attributable to noncontrolling interests. Net income is the most directly comparable GAAP financial measure for the consolidated company, while income before income taxes is the most directly comparable GAAP financial measure for our Midstream segment. Adjusted EBITDA estimates depend on future levels of revenues and expenses, including amounts that will be attributable to noncontrolling interests, which are not reasonably estimable at this time. Accordingly, we cannot provide a reconciliation between projected adjusted EBITDA to consolidated net income or segment income before income taxes without unreasonable effort.