

HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER

Purpose

The Human Resources and Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of ConocoPhillips (the “Company”) (1) to oversee and administer the Company’s executive compensation policies, plans and practices, (2) to assist the Board in discharging its responsibilities relating to the fair and competitive compensation of the executives and other key employees of the Company, including the establishment of performance goals and assessment of performance against those goals for such individuals, (3) to issue an annual report on executive compensation for inclusion in the Company’s proxy statement, and (4) to oversee and make recommendations concerning key human capital strategies, including succession planning, leadership development, and culture.

Authority and Responsibilities

1. After consultation with the Lead Director concerning the performance of the Chief Executive Officer, the Committee shall review and determine the base salary and all other elements of compensation for the Chief Executive Officer, and the base salaries and all other elements of compensation for (1) all officers of the Company who report directly to the Chief Executive Officer, and (2) all other officers of the Company at SGL 26 and above, or who are reporting officers under Section 16 of the Securities Exchange Act of 1934 (collectively, the employees identified in clauses (1) and (2) are referred to as the “Senior Officers”). The Committee shall also review and determine the awards for all employees eligible to participate in the Executive Restricted Stock Unit Program, the Performance Share Program, and similar compensation plans and programs involving equity of the Company, except to the extent the Board delegates responsibility for the review and determination of awards for employees other than the Senior Officers to the Special Equity Award Committee of the Board. The “other elements of compensation” referred to above include each of the following: (a) annual and long-term incentive compensation; (b) grants and awards under the Company’s incentive compensation and equity-based compensation plans; (c) special compensation awards; and (d) special or supplemental benefits, fringe benefits, perquisites, expense reimbursement arrangements, and other similar arrangements (whether business or personal in nature) applicable primarily to the CEO, Senior Officers and senior management of the Company and its subsidiaries. Except as specifically provided in this Charter, the “other elements of compensation” referred to above shall not include compensation and benefits under non-executive plans and programs generally applicable to the employees of the Company and its subsidiaries, unless such plans and programs provide special benefits and compensation to the CEO and the Senior Officers that are not available to employees generally. In determining the CEO compensation and Senior Officer compensation, the Committee will consider, among other things, the Company’s performance and relative shareholder return, the value of similar incentive awards to CEOs and Senior Officers at comparable companies, and the awards given to the CEO, and the Senior Officers in past years, the relationship between compensation and the Company’s risk management objectives, the deductibility of compensation under the Internal Revenue Code, and such other factors as the Committee deems relevant.

2. Recommendations to the Board regarding compensation for non-employee directors of the Company, including the Chairman of the Board, if he or she is not also the Chief Executive Officer, shall be the responsibility of the Committee on Directors' Affairs.
3. The Committee shall annually review and establish annual or other periodic performance goals and objectives relevant to the compensation of the CEO and the Senior Officers, and evaluate whether those goals and objectives have been achieved for purposes of determining the performance-based compensation of the CEO and the Senior Officers. Annual and other periodic performance goals and objectives established by the Committee shall be consistent with corporate objectives on business strategy, leadership and other corporate matters established by the Board. The Committee shall meet annually with the Lead Director with respect to the evaluation of the CEO, and the Chair of the Committee and the Lead Director shall meet together with the CEO to discuss such evaluation.
4. The Committee shall have the authority to authorize the issuance of the Company's common stock pursuant to the provisions of the Company's executive and non-executive compensation and benefits plans.
5. The Committee shall (1) review and discuss with management the proposed Compensation Discussion and Analysis to be included in the Company's periodic filings under the U.S. securities laws, (2) based on its review and discussion with management, recommend to the Board whether the proposed Compensation Discussion and Analysis should be included in the Company's periodic filings under the U.S. securities laws, and (3) issue a Compensation Committee Report meeting the requirements of the U.S. securities laws for inclusion in the Company's annual meeting proxy statement.
6. The Committee shall perform an annual risk assessment to identify potential undue risk created by the Company's compensation practices and policies.
7. The Committee shall adopt, and annually monitor compliance with, Company stock ownership guidelines for the CEO and the Senior Officers of the Company. Adoption and maintenance of stock ownership guidelines for non-employee directors of the Company shall be the responsibility of the Committee on Directors' Affairs.
8. The Committee shall administer and make determinations under the ConocoPhillips Clawback Policy and the ConocoPhillips Company Clawback Policy to the extent specified in such policies.
9. The Committee shall be responsible for overseeing the development of a succession management plan for the Chief Executive Officer, and for other Senior Officers of the Company, and shall advise and consult with the Board on the succession planning process.
10. The Committee shall review and make recommendations to the Board regarding human capital strategies. The Committee shall have responsibility for approving employment, severance, and change in control agreements, arrangements, or provisions that apply to Senior Officers, except as provided in the following sentences. Except where there are enhanced, additional, or special provisions applicable to an officer of the Company, management (rather than the Committee) shall have responsibility for approval if the

employment, severance, or change in control agreement, arrangement, or provision applies broadly to employees of the Company who are not officers, even if there is also applicability to Senior Officers. However, if the employment, severance, or change in control agreement, arrangement, or provision has sole, enhanced, additional, or special application to the CEO, then the Committee shall review and make recommendations to the Board regarding its approval by the Board.

11. The Committee shall oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation, the frequency of such votes, and the requirement under NYSE Rules that, with limited exceptions, shareholders approve equity compensation plans.
12. The Committee shall have the sole authority to retain and terminate (or obtain the advice of) any adviser to assist it in the performance of its duties, but only after taking into consideration all factors relevant to the adviser's independence from management, including those specified in Section 303A.05(c) of the New York Stock Exchange Listed Company Manual. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee, and shall have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention. The Company must provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee. The Committee shall also consider factors that could represent a conflict of interest on the part of any compensation consultant that is identified pursuant to Regulation S-K Item 407(e)(3)(iii) as having played a role in determining the amount or form of executive compensation, including the independence factors listed in Section 10C-1(b)(4)(i) through (vi) of the Securities Exchange Act of 1934.
13. The Committee shall be assisted by the Company's human resources, legal and accounting staffs and other appropriate corporate staffs.
14. The Committee shall administer the provisions of, and perform such duties as may, from time to time, be delegated to the Committee under the compensation and benefit plans and policies of the Company or its subsidiaries and affiliates.
15. The Committee may appoint and delegate authority to subcommittees consisting of two or more members, as it deems appropriate.
16. 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 appointed by the Board on the recommendation of the Committee on Directors' Affairs and 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. In addition, all members of the

Committee shall meet the definition of a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934.

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 have an executive session at each meeting without management representatives present, except at the invitation of the Committee.

The Committee shall meet at least annually with the Lead Director to coordinate an evaluation of the CEO’s performance.

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 distributed to all Board members.

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 are 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 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.

Revised and effective _____