



**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attachment.

Multiple horizontal lines for providing details for question 17.

18 Can any resulting loss be recognized? ▶ See attachment.

Multiple horizontal lines for providing details for question 18.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attachment.

Multiple horizontal lines for providing details for question 19.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶ /s/ Donna Bode Date ▶ 02/23/2021

Print your name ▶ Donna Bode Title ▶ Tax Administration Officer

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

**CONOCOPHILLIPS**  
**EIN: 01-0562944**  
**ATTACHMENT TO IRS FORM 8937 – PART II**  
**REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES**

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The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to the effects of the Merger (as defined below) on the tax basis of shares of common stock of ConocoPhillips received in exchange for shares of common stock of Concho Resources Inc. (“Concho Resources”). The information contained herein does not constitute tax advice and does not purport to be complete or describe the tax consequences that may apply to particular categories of shareholders. Neither ConocoPhillips nor Concho Resources provides tax advice to its shareholders. Shareholders are encouraged to consult their own tax advisors regarding the particular consequences of the Merger to them (including the applicability and effect of all U.S. federal, state and local tax laws and non-U.S. tax laws) and should carefully read the joint proxy statement/prospectus, which is part of a Registration Statement on Form S-4 that ConocoPhillips filed on November 18, 2020 with the Securities and Exchange Commission, noting especially the discussion under the heading “Material U.S. Federal Income Tax Consequences of the Merger.” The information provided herein is subject to such discussion in all respects. The Registration Statement may be accessed at [www.sec.gov](http://www.sec.gov).

In connection with the Merger, ConocoPhillips offered to exchange outstanding notes issued by Concho Resources for new notes issued by ConocoPhillips and cash, in each case upon the terms and subject to the conditions set forth in the Offering Memorandum and Consent Solicitation Statement dated December 7, 2020 (the “Exchange Offer”). Any holder of such Concho Resources notes is encouraged to consult the separate IRS Form 8937 posted by ConocoPhillips with respect to the Exchange Offer for information regarding the effect on the basis of such securities.

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**Line 14 - Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.**

On January 15, 2021, pursuant to the terms and conditions of the Agreement and Plan of Merger (the “Merger Agreement”), dated as of October 18, 2020, by and among ConocoPhillips, a Delaware corporation (“ConocoPhillips”), Concho Resources and Falcon Merger Sub Corp., a Delaware corporation and a wholly owned subsidiary of ConocoPhillips (“Merger Sub”), Merger Sub merged with and into Concho Resources (the “Merger”), with Concho Resources continuing as the surviving corporation and a wholly owned subsidiary of ConocoPhillips.

In the Merger, each share of common stock, par value \$0.001 per share, of Concho Resources (“Concho Resources Common Stock”) that was issued and outstanding immediately prior to the

effective time of the Merger (the “Effective Time”) (other than any shares that were excluded pursuant to the terms of the Merger Agreement) was converted at the Effective Time into the right to receive 1.46 shares of common stock of ConocoPhillips (“ConocoPhillips Common Stock”). No fractional shares of ConocoPhillips Common Stock were issued in the Merger. Instead Concho Resources shareholders received cash in lieu of fractional shares of ConocoPhillips Common Stock. The Merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Code. The following descriptions and calculations assume that the Merger so qualifies.

**Line 15 - Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.**

Provided the Merger qualifies as a “reorganization” within the meaning of Section 368(a) of the Code, a Concho Resources shareholder who exchanges its shares of Concho Resources Common Stock for shares of ConocoPhillips Common Stock in the Merger generally will not recognize any gain or loss for U.S. federal income tax purposes, except with respect to cash, if any, received in lieu of fractional shares of ConocoPhillips Common Stock.

Each such Concho Resources shareholder’s aggregate tax basis in the shares of ConocoPhillips Common Stock received pursuant to the Merger (including any fractional share of ConocoPhillips Common Stock for which cash was received) will equal such Concho Resources shareholder’s aggregate adjusted tax basis in the shares of Concho Resources Common Stock surrendered in the Merger.

Each such Concho Resources shareholder that receives cash in lieu of a fractional share of ConocoPhillips Common Stock generally will recognize capital gain or loss equal to the difference between the amount of cash received and the tax basis in such fractional share, determined as described above.

**Line 16 - Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates.**

The aggregate tax basis of the ConocoPhillips Common Stock received in the Merger (including any fractional share interests in ConocoPhillips Common Stock deemed received) will equal the aggregate adjusted tax basis in the shares of Concho Resources Common Stock exchanged.

**Line 17 - List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

Sections 354, 358, 368, 1001 and 1223 of the Code.

**Line 18 - Can any resulting loss be recognized?**

Concho Resources shareholders generally may not recognize any loss for U.S. federal income tax purposes as a result of the Merger, except with respect to cash, if any, received in lieu of fractional shares of ConocoPhillips Common Stock.

**Line 19 - Provide any other information necessary to implement the adjustment, such as the reportable tax year.**

The Merger was effective on January 15, 2021. For a Concho Resources stockholder whose taxable year is the calendar year, the reportable tax year is 2021.