

Phillips 66
ANNUAL MEETING OF SHAREHOLDERS
15TH OF MAY 2024
QUESTIONS FROM DWS INVESTMENT GMBH

Dear Mr Lashier,
Dear Mr Tilton,
Dear Members of the Board,

DWS Investment GmbH, also acting on behalf of funds of DWS Investment S.A. (incl. SICAVs and PLCs) and certain institutional mandates of DWS International GmbH, all according to delegation agreements (hereafter DWS), is one of the largest asset managers in Europe. As a responsible investor in Phillips 66, it is part of our fiduciary duty to relay our expectations in the best interest of our clients. Our commitment to environmental, social and governance practices (ESG) is a crucial element of our responsibilities and forms an integral part of our investment process.

Ahead of your 2024 annual general meeting of shareholders (AGM), we would like to share our questions with you and would greatly appreciate a written response. Please note that these questions will be posted on our website (www.dws.com) on the day of your AGM.

Independence

Qualified, experienced and independent directors are essential for competent and efficient decision making processes at board and committee level. Having a majority of independent members serving on the board as well as an independent chairperson is important for us to ensure challenging board discussions.

We appreciate the work of Mrs. Marna Whittington, and Mr. John Lowe. However, as their tenure with the company has exceeded 10 years, it contradicts DWS Corporate Governance and Proxy Voting Policy with respect to director independence. As such, we consider the chairpersons of the Audit and Compensation Committees no longer independent.

QUESTION 1: Would you consider appointing new chairpersons to the remuneration committee and/or the audit committee?

Where one person assumes a combined Chair/CEO role, a qualified lead independent director must be in place to ensure a balance of power, oversight, and interests of investors. However, we cannot consider Mr. Glenn Tilton (who is presently the Lead Director) as independent, as he exceeds our independence criteria regarding the tenure limit of 10 years.

QUESTION 2: Are you planning to separate the roles of CEO and Chairman of the board in the near future to follow a dualistic board structure?

QUESTION 3: In case there are no changes to the role of CEO and Chairman of the board planned, can we expect a near-term change in the role of the lead independent director which would be then in line with our independence criteria?

Net Zero

Corporations and investors play a vital role in addressing the impacts of global warming by assessing the risks and opportunities associated with climate change and greenhouse gas emissions. In this regard, we support the Climate Action 100+ and the Net Zero Asset Managers initiative with the aim to enhance the governance of climate change risk and opportunities, to curb emissions and to strengthen climate-related financial disclosures.

Phillips 66 states that it supports the goals of the Paris Agreement and has set emission intensity reduction targets for Scope 1,2 and 3 by 2030 and for Scope 1 and Scope 2 by 2050. However, the Company does not have a net zero by 2050 ambition and does not address how above long- and medium-term emissions intensity reductions will lead to absolute reductions in line with limiting warming to 1.5°C. Thus, Phillips 66's strategy does not align with our expectations for significant emitters on Net Zero by 2050 targets and commitments.

QUESTION 4: Can we expect Phillips 66 to set an ambition to achieve net zero by 2050 to meet the goals of the Paris Agreement? If not, could you specify the key reasons that are currently affecting the company's willingness to make this commitment?

QUESTION 5: Can we expect Phillips 66 to set absolute intensity emission reduction targets for the entire value chain (Scope 1,2,3) with a goal of limiting global warming to 1.5°C, in addition to the existing interim targets?

To conclude, we would like to thank all members of the board and all the employees of Phillips 66 for giving us the opportunity to raise questions at your AGM and already thank you in advance for your answers.