Michael K. Wirth
Chairman and Chief Executive Officer

November 28, 2018

CLASSIFIED

Dr. Wanda M. Austin
Mr. John B. Frank
Dr. Alice P. Gast
Mr. Enrique Hernandez, Jr.
Mr. Charles W. Moorman IV
Dr. Dambisa F. Moyo
Dr. Ronald D. Sugar
Mr. Inge G. Thulin
Mr. D. James Umpleby III

During next week's meeting, the focus will be on our three-year business plan. Free cash flow growth generated during the plan period will enable rising shareholder distributions and capital investment in high-return opportunities, while maintaining a strong balance sheet. Even at a $50 Brent price, we'll be able to meet our financial priorities including a continuation of our share repurchase program.

Key financial outcomes include:

- 6% annual dividend per share growth
- Annual capital program of $20-21 billion
- Declining unit operating expenses
- Debt ratio of ~16%
- Share repurchases of ~$4-6 billion per year

An overview of our plan is enclosed. Key priorities, milestones and challenges for the upcoming year will be highlighted during the meeting. We'll also discuss our three-year commodity price outlook and the short-term market dynamics that have recently moved oil prices lower.

The International Maritime Organization (IMO) is instituting new sulfur limits on marine bunker fuels in 2020, which is expected to have significant implications for the industry. We've included a brief outlining the potential impact to the market and to Chevron.

In response to numerous Board discussions and growing investor interest in climate change, we'll discuss new metrics proposed for inclusion in our 2019 performance assessment. Background information is enclosed to prepare for our discussion. I encourage you to spend time on this brief so we can have a highly productive discussion.

The Board will meet Tuesday at 6 p.m. to handle the new Director nomination before the Executive Succession & Development Planning session begins.

I look forward to seeing you in San Ramon.

Best regards,

Mike

Enclosures

cc: Mr. R. Hewitt Pate
Ms. Mary A. Francis

Chevron Corporation
6001 Bollinger Canyon Road, San Ramon, CA 94583
Tel 925 842 3232 Fax 925 842 1230

Attachment 1

1. **Summary Schedule for Next Week's Meetings**

Tuesday, December 4, 2018

1:30 p.m.	Audit Committee	Conference Room A4325
2:00 p.m.	Board Nominating and Governance Committee	Conference Room A4320
3:00 p.m.	Public Policy Committee	Conference Room A4330
4:45 p.m.	Management Compensation Committee	Conference Room A4320
6:00 p.m.	Board of Directors Meeting (Day 1)	Board Room
	Executive Succession & Development Planning	Board Room
7:00 p.m.	Board Dinner	Executive Dining Room

Wednesday, December 5, 2018

7:00 a.m.	Board of Directors Meeting (Day 2)	Board Room
1:00 p.m.	Lunch	Executive Dining Room

2. **Reminder Regarding Changes to Your Director Compensation Elections**

As we approach the end of the year, we want to remind you that December is the appropriate time to change your current Director compensation elections if you desire to do so. Directors may elect to defer receipt of any portion of the annual cash retainer or annual restricted stock unit awards, or to receive stock options in lieu of any portion of the cash retainer. Any changes to your current elections must be made by December 31, 2018, in order to apply to compensation earned or awarded following the 2019 Annual Stockholders Meeting. Please note, you are not required to make a new election.

Beginning this year, we have transitioned to electronic compensation election forms that can be found on Diligent Boards. If you would like to make any changes, please complete and submit a new election by following the instructions provided in Attachment 2. We would also appreciate if you would advise Mary Francis at MFrancis@chevron.com, once you have submitted a form.

3. **List of Pre-read Materials**

- ➢ *Board Meeting Agenda*
  - Agendas of Committee Meetings to be held December 4, 2018
- ➢ *Board Meeting Pre-Read Materials*
  - Resolutions Regarding Election of Director (Tab 1)
  - Minutes of the September 26, 2018 Board Meeting; Unanimous Written Consent In lieu of October 31, 2018 Board Meeting; and Minutes of the October 31, 2018 and November 7, 2018 Audit Committee Meetings (Tab 2)
  - PwC Report on Limited Review of Financial Statements (Tab 3)

- Resolution Regarding Amendment to the Corporate Governance Guidelines (Tab 4)
- Summary of Most Significant Items and Minutes of Meetings of Executive Committee (Tab 5)
- Business Plan Overview brief (Tab 6)
- Major Capital Project Summaries (Tab 6)
- Corporate Scorecard Performance Measure: GHG Metric brief (Tab 7)
- Resolutions regarding Consolidated 2019 - 2021 Corporate Business Plan, the 2019 Performance Objectives, and the 2019 Consolidated Capital and Exploratory Budget (Tab 8)
- Biographies of Guests (Tab "Biographies")
- Chevron Acronyms (Tab "Chevron Acronyms")

➢ *Informational Items* (Tab "Informational Items")

- International Maritime Organization Sulfur Regulation brief
- Operational Excellence Update brief
- Total Stockholder Return brief
- Analyst Reactions to Chevron's 3Q2018 Earnings Conference Call
- Analyst Reactions to Competitors' 3Q2018 Earnings Conference Calls
- October Performance Summary

Attachment 2

These instructions are only applicable to you if you wish to make changes to your current compensation elections. You are not required to make a new election.

Instructions for Completing an "Election Change Form for Future Compensation" under the Chevron Corporation Non-Employee Directors' Equity Compensation and Deferral Plan

If you wish to make any changes to your current elections for your future compensation for service as a Director, please follow the instructions included below and **submit this form as soon as possible, but no later than the close of business (5 p.m., PT) on December 31, 2018**. You are not required to complete a form. The election form can be found under the "Questionnaires" feature on Diligent Boards and is available via iPad and your desktop computer or laptop.

- **Using the Questionnaires feature on the Diligent Boards website from your <u>iPad</u>:**

1. Tap the Section Menu  icon to open the section menu.
2. Tap the "Questionnaires" icon. The Section Menu will close, and a list of forms will open.
3. Access Active Questionnaires to locate the election form.
4. To access the election form, tap on the following:
    - **Election Change Form for Future Compensation of Continuing Directors**
5. Read the instructions and complete the form by tapping on each selection or field.

    Tap the "Next Page" button to proceed to the next page. Tap the "Previous Page' button if you need to go back to prior selections.
6. Tap "Add Signature" to sign and date the election form.
7. Tap the "Submit" button ("Submission Page" on page 2/2).
8. Click the "Yes" button to confirm your elections form submission as final.*

- **Using the Questionnaires feature on the Diligent Boards website from your <u>desktop computer or laptop</u>:**

1. Click the "Questionnaires" icon on the top navigation bar.
2. To access the election form, click on the following:
    - **Election Change Form for Future Compensation of Continuing Directors**
3. Read the instructions and complete the form by clicking on each selection or field.

    Click the "Next Page" button to proceed to the next page. Click the "Previous Page" button if you need to go back to prior selections.
4. Click "Add Signature" to sign and date the election form.
5. Click the "Submit" button ("Submission Page" on page 2/2).
6. Click the "Yes" button to confirm your elections form submission as final.*

* Note: Once submitted, you cannot alter your elections for this form. The completed and signed Form will automatically appear in the "Inactive" section once submitted. If you need to change your submitted elections form for any reason, please contact [redacted] at [redacted] or [redacted]

December 4, 2018 (Day 1 of Board Meeting)

CHEVRON BOARD MEETING
DECEMBER 4 & 5, 2018
AGENDA

December 4, 2018 (Day 1 of Board Meeting)		
1.	**Resolutions Regarding Election of Director**	**TAB 1**
	Executive Succession & Development Planning (Rhonda Morris)	
	Dinner	

December 5, 2018 (Day 2 of Board Meeting)		
2.	**Overview (Mike Wirth)**	
3.	**Review and Approval of Minutes of Meeting of September 26, 2018**	**TAB 2**
4.	**Resolution Regarding Election of Officers**	
5.	**Report of the October 31, November 7, and December 4 Meetings of the Audit Committee (Wick Moorman)**	
6.	**PricewaterhouseCoopers Report on Limited Review of Financial Statements for the Three-Month and Nine-Month Periods Ending September 30, 2017 and September 30, 2018**	**TAB 3**
7.	**Report of the December 4 Meeting of the Board Nominating and Governance Committee (Ron Sugar)**	
8.	**Resolution Regarding Amendment to the Corporate Governance Guidelines**	**TAB 4**
9.	**Report of the December 4 Meeting of the Management Compensation Committee (Rick Hernandez)**	

Next Regular Board Meeting
Wednesday, January 30, 2019
7:00 a.m. – San Ramon, California

10. **Report of the December 4 Meeting of the Public Policy Committee (Wanda Austin)**

11. **Review of Minutes of Meetings of the Executive Committee and Ratification Thereof (Jay Johnson)** — **TAB 5**

12. **October Performance Update (Pat Yarrington)**

13. **2019 - 2021 Business Plan: Introduction (Mike Wirth)** — **TAB 6**

14. **Market Update and Price Assumptions (Bruce Niemeyer)**

15. **Break**

16. **2019 - 2021 Business Plan: Financials (Pat Yarrington)** — **TAB 6**

17. **2019 - 2021 Business Plan: Upstream and Major Capital Projects Update (Jay Johnson)** — **TAB 6**

18. **2019 - 2021 Business Plan: Downstream and Chemicals (Pierre Breber)** — **TAB 6**

19. **Break**

20. **2019 - 2021 Business Plan: Midstream (Mark Nelson)** — **TAB 6**

21. **Corporate Scorecard Emissions Metrics (Mark Nelson)** — **TAB 7**

22. **Resolutions Regarding the Consolidated 2019 - 2021 Corporate Business Plan, the 2019 Performance Objectives, and the 2019 Consolidated Capital and Exploratory Budget (Pat Yarrington)** — **TAB 8**

23. **Litigation Update (Hew Pate)**

24. **Executive Session**

Next Regular Board Meeting
Wednesday, January 30, 2019
7:00 a.m. – San Ramon, California

Chevron Corporation
AUDIT COMMITTEE MEETING
San Ramon, Room A4325
December 4, 2018

AGENDA

Meeting start: 1:30 p.m. PT	***Estimated completion:*** 3:15 p.m. PT
Dial-in information:	Redacted – Business Confidential (competitive financial information)

			Est. Time
1.	Review draft minutes of October 31 and November 7, 2018 Audit Committee meetings. (*Tab 2*) Action: *Approve minutes.*	Moorman	5 min.
2.	Commodity trading & risk control procedures. *(Tab 3)*	Parfitt Jansson	30 min.
3.	Cybersecurity update. *(Tab 4)*	Geagea Braun	30 min.
4.	PCAOB review and regulatory update. *(Tab 5)*	Ryan Gallagher	15 min.
5.	2018 checklist of requirements and responsibilities. *(Tab 6)*	Inchausti	5 min.
6.	Private meetings: • PricewaterhouseCoopers • Chief Financial Officer • General Counsel • General Manager – Internal Audit		15 min.
7.	Executive Session		5 min.
			1 hr. 45 min.

EXPECTED TO PARTICIPATE

Committee Members
Charles Moorman, Chairman
John Frank
Dambisa Moyo
Inge Thulin

Committee Secretary
David Inchausti

PricewaterhouseCoopers
[redacted]

Company Management
Mike Wirth, CEO
Pat Yarrington, VP and CFO
Jeanette Ourada, VP and Comptroller
Hew Pate, VP and General Counsel
Joe Geagea, EVP – Technology, Projects & Services
Bill Braun, CIO and ITC President
Colin Parfitt, President – Supply & Trading
Eva Jansson, Officer – Supply & Trading Risk
Derek Floreani, GM – Internal Audit
Chris Cavallo, Assistant Secretary and Managing Counsel – Governance

** via phone*

CHEVRON CORPORATION
BOARD NOMINATING AND GOVERNANCE COMMITTEE
DECEMBER 4, 2018, 2:00 – 2:55 P.M.
ROOM A4320, CHEVRON PARK

AGENDA

Time	Tab	Topic
2:00 p.m.	**1.**	* **Minutes** Review and approve minutes of the July 24, 2018, Committee meeting.
2:05 p.m.	**2.**	**Director Compensation Review** ([redacted]-- telephonically) Review non-employee Director compensation.
2:15 p.m.	**3.**	* **Amendment to the Corporate Governance Guidelines** Recommend for Board action an amendment to the Corporate Governance Guidelines.
2:25 p.m.	**4.**	* **Annual Board, Board Committee, and Individual Director Performance Evaluation Process Review** Review and approve the process for annual self-evaluations of the Board, Board Committees, and Individual Directors.
2:35 p.m.	**5.**	**Proxy Season Preview and Update on Engagement Plan** Preview of the 2019 proxy season and update on engagement with stockholders and other stakeholders.
2:45 p.m.	**6.**	* **Director Succession Planning** Director succession planning, potential Director nominees and recommend Director nominee for election.
2:55 p.m.		**Adjourn**
	7.	**<u>Informational Item</u>:** Board Nominating and Governance Committee 2019 Meeting Plan

***Items needing motion, second and approval**

Management Compensation Committee meeting agenda

Committee Members:
Mr. E. Hernandez Jr.
Mr. R. Sugar
Mr. J. Umpleby

Additional Attendees:
Mike Wirth, Chevron
Brit Wittman, Chevron
[redacted]
Rhonda Morris, Chevron
Mark Nelson, Chevron

Logistics:
December 4, 2018
4:45pm – 6:00pm
Building A, Room 4320
Chevron Park

Tab	Topic
1	Approval of July 24, 2018 MCC minutes
2	Management personnel proposals
3	Stock ownership annual update
4	Annual review of Chevron's executive compensation position by Committee Consultant
5	Review and approval of 2019 executive salary structure, CIP targets (PSG 41-47), LTIP grant sizing methodology, and LTIP grant targets for PSG 47 and below
6	Compensation Discussion and Analysis (CD&A) and NEOs for 2019 proxy
7	2018 business performance preview
8	Update on greenhouse gas (GHG) measure
9	2018 ExCom members provisional performance review
10	2018 U.S. pay equity update
11	Stockholder engagement update
	Executive session

Note final tab contains roster and other reference materials

MCC decision needed

CHEVRON CORPORATION
PUBLIC POLICY COMMITTEE

DECEMBER 4, 2018, 3:00 – 4:30 P.M.
ROOM A4330, CHEVRON PARK

AGENDA

Time	Topic (Presenters)	Tab
3:00 p.m.	**Minutes** * (Chair) Review and approve the minutes of the July 24, 2018 Committee meeting.	**1**
3:05 p.m.	**Shareholder Proposals Preview** (Michael Rubio)	**2**
3:20 p.m.	**Climate Positions and Positioning** (Joe Naylor)	**3**
4:20 p.m.	**Any other business** (Joe Naylor)	
4:30 p.m.	**Adjourn**	
	<u>Information Item:</u> Social Investment Brief	**4**

* Items needing motion, second, and approval.

RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
CHEVRON CORPORATION
DECEMBER 4, 2018

WHEREAS, the Board, upon recommendation of the Board Nominating and Governance Committee, has determined that it is in the best interests of the stockholders that Debra Reed-Klages be elected a Director of the Corporation,

WHEREAS, the Chevron Corporation Non-Employee Directors' Equity Compensation and Deferral Plan ("Directors' Plan") provides that the Board may grant a proportional number of Stock Units to a Director who is elected to the Board in between Annual Meetings of Stockholders, and

WHEREAS, the Directors' Plan further provides that the Board is responsible for determining the terms of the Stock Units award including the number of Stock Units to be granted and the effective date of the grant,

NOW, THEREFORE, BE IT

RESOLVED: That, effective immediately, the size of the Board of Directors shall be increased to 11 Directors; and be it further

RESOLVED: That, effective immediately, Debra Reed-Klages is hereby elected a Director of the Corporation; and be it further

RESOLVED: That, effective December 5, 2018, Debra Reed-Klages is hereby appointed to the Independent Director Committee, the Management Compensation Committee, and the Public Policy Committee of the Board; and be it further

RESOLVED: That the Board determines that Ms. Reed-Klages is independent as defined under the Corporation's Corporate Governance Guidelines, the New York Stock Exchange Corporate Governance Standards, and the Securities Exchange Act of 1934, as amended; and be it further

RESOLVED: That the Board determines that Ms. Reed-Klages is independent as defined for members of the Management Compensation Committee under the New York Stock Exchange Corporate Governance Standards and qualifies as a "non-employee director" under Rule 16b-3(b)(3)(i) of the rules promulgated under the Securities Exchange Act of 1934 and as an "outside director" under former Section 162(m) of the United States Internal Revenue Code; and be it further

RESOLVED: That Ms. Reed-Klages shall receive, under the terms of the Directors' Plan, that number of Stock Units as determined by multiplying the current equity retainer value by a fraction, the numerator of which is the number of days remaining in the Annual Compensation

Cycle beginning on the effective date of her election to the Board and the denominator of which is the total number of days in the Annual Compensation Cycle, and dividing that product by the closing Chevron Common Stock price on the effective date of the grant; and be it further

RESOLVED: That the terms and conditions of the Stock Units shall be as set forth in the form of Stock Units Agreement recommended by the Board Nominating and Governance Committee and attached hereto as **Appendix A**.

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Appendix A

CHEVRON CORPORATION
NON-EMPLOYEE DIRECTORS' EQUITY COMPENSATION AND DEFERRAL PLAN

Stock Units Agreement

Chevron Corporation grants to you, subject to the terms of the Chevron Corporation Non-Employee Directors' Equity Compensation and Deferral Plan (the "Plan") and Rules Governing Awards Under the Plan (the "Rules"), Stock Units as set forth below. The Plan and Rules are incorporated into this Agreement and copies are available to you on request. By signing this Agreement and accepting this grant, you are agreeing to all the terms and conditions of the Plan and Rules.

1. Date of Grant: December 4, 2018.
2. The number of Stock Units awarded is ___________, subject to adjustment as provided in Section 10 of the Plan.
3. The Stock Units vest on the last day of the Annual Compensation Cycle (defined in the Plan and Rules) to which the Grant relates.

IN WITNESS WHEREOF, Chevron Corporation has caused this Agreement to be executed on its behalf by its duly authorized representative and the Director has executed the same on the day and year indicated below.

Date: ____________________ By: ____________________
Mary A. Francis

Date: ____________________ By: ____________________
Debra Reed-Klages

December 5, 2018 (Day 2 of Board Meeting)

Regular Meeting of the Board of Directors
of
Chevron Corporation
Wednesday, September 26, 2018

A regular meeting of the Board of Directors of Chevron Corporation was held at the Park Hyatt Hotel, Buenos Aires, Argentina, on September 26, 2018, at 8:00 a.m. local time.

Present Directors:	Absent Directors:
Wanda M. Austin	None
John B. Frank	
Alice P. Gast	
Enrique Hernandez, Jr. *	
Charles W. Moorman IV *	
Dambisa F. Moyo	
Ronald D. Sugar	
Inge G. Thulin *	
D. James Umpleby III	
Michael K. Wirth	

* By phone

Hew Pate and Mary Francis were also present.

The meeting was called to order by the Chairman of the Board, Mike Wirth. He thanked the Directors for their active participation in all aspects of the trip to Argentina and for visiting the Company's projects and facilities during the week. He noted that future Board meeting materials would be delivered electronically. He advised of new initiatives and actions being taken to address climate change matters and previewed related performance metrics being considered for further discussion at the December Board meeting. He previewed certain personnel changes he intends to discuss further at the December meeting. He then previewed the morning's agenda, highlighted several of the pre-read materials, and responded to questions.

The minutes of the regular meeting of the Board held on July 24-25, 2018, were reviewed and, on motion duly seconded, approved.

Wick Moorman reported on the August 1, 2018, meeting of the Audit Committee. He reviewed the significant items of business discussed during the meeting, including the Committee's review of the Corporation's report on Form 10-Q for the quarterly period ended June 30, 2018, the Committee's endorsement of filing the Form 10-Q with the U.S. Securities and Exchange Commission, and the Committee's review of PricewaterhouseCoopers LLC's (PwC) review procedures for the second quarter. The report by PwC on their limited review of financial statements for the three and six month periods ended June 30, 2017, and June 30, 2018, was presented to the Board. He reviewed the discussion with the Company's Comptroller regarding implementation of the new FASB lease accounting standard. He reviewed the discussion with the Company's General Tax Counsel regarding developments in international tax matters and the discussion regarding PwC's non-audit fees.

Pierre Breber, Jay Johnson, Mark Nelson, and Pat Yarrington joined the meeting.

Mr. Johnson presented the summaries of the minutes of the meetings of the Executive Committee held on July 19, 2018, and August 22, 2018. He offered comments and answered questions on a number of the projects and matters referred to in the Executive Committee minutes and materials provided in advance to the Board, including the appropriation request for the Karachaganak Processing Complex Gas Debottlenecking Project, the fifteen-year take-or-pay agreement with Infraestructura Energetica Nova, the country exit from Norway resulting from the divestment of Chevron Norge AS's interest in a production license, the appropriation requests for the El Trapial 8 horizontal well Vaca Muerta appraisal program and Jack/St. Malo Stage 4 St. Malo Waterflood Project, the two proposed ten-year long-haul Permian residue gas firm transportation agreements from Waha hub to multiple U.S. Gulf Coast markets, and the consent decree with the U.S. Environmental Protection Agency (EPA) in connection with the EPA's allegations from inspections of certain U.S. refineries. Mr. Johnson responded to various questions.

On motion duly seconded, all actions taken at the Executive Committee meetings were ratified and approved.

Mr. Johnson then presented a major capital projects update. He discussed the status of the FGP/WPMP, Wheatstone, and Big Foot projects. Questions and discussion occurred throughout this presentation.

Ms. Yarrington reported on August 2018 earnings and provided an update on year-to-date performance. She discussed the outlook for the fourth quarter dividend distribution and the preliminary 2019 business plan outlook. She then presented guidelines for responding to activist investors, including a plan for Board engagement during an activist campaign. Questions and discussion occurred throughout this presentation.

Mr. Nelson presented an update on enterprise risk management, which included the Operational Excellence Risk Management process, risk management related to geopolitical and legislative matters, operations, cybersecurity, and the Board's risk oversight role. He responded to questions throughout his presentation.

Messrs. Breber, Johnson, and Nelson and Ms. Yarrington left the meeting.

Mr. Pate provided a privileged litigation update.

Mr. Pate and Ms. Francis left the meeting.

Mr. Wirth met privately with the non-employee Directors. He then left the meeting, and the non-employee Directors met in executive session.

There being no further business, the meeting was adjourned.

Secretary

CHEVRON CORPORATION
ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS

The undersigned, being all the members of the Board of Directors of Chevron Corporation, a Delaware corporation, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware and pursuant to Article 1, Section 1 of the By-Laws of the Corporation, as amended, **DO HEREBY CONSENT** to the adoption of, and **DO HEREBY ADOPT**, the following resolution:

WHEREAS, in the opinion of the Board of Directors, based on the financial statement duly certified by the Comptroller of the Corporation, the Corporation has sufficient earned surplus and cash on hand from which the following dividend may properly be declared and paid;

NOW, THEREFORE, BE IT

RESOLVED: That a dividend No. 371 in the amount of one dollar and twelve cents ($1.12) per share be declared on October 31, 2018, and payable on December 10, 2018, to all holders of Common Stock as shown by the transfer records of the Corporation at the close of business November 16, 2018.

This Unanimous Written Consent may be executed in counterparts, each of which together shall constitute one and the same instrument.

Dated: October 31, 2018

/s/ Michael K. Wirth
Michael K. Wirth, Chairman

/s/ Charles W. Moorman IV
Charles W. Moorman IV

/s/ Wanda M. Austin
Wanda M. Austin

/s/ Dambisa F. Moyo
Dambisa F. Moyo

/s/ John B. Frank
John B. Frank

/s/ Ronald D. Sugar
Ronald D. Sugar

/s/ Alice P. Gast
Alice P. Gast

/s/ Inge G. Thulin
Inge G. Thulin

/s/ Enrique Hernandez, Jr.
Enrique Hernandez, Jr.

/s/ D. James Umpleby III
D. James Umpleby III

Chevron Corporation
Audit Committee Meeting Minutes
October 31, 2018
(Teleconference)

DRAFT

ATTENDEES:

Committee Members
Charles Moorman IV, Chairman
John Frank
Dambisa Moyo
Inge Thulin *(a)*

Committee Secretary
David Inchausti

PricewaterhouseCoopers
[redacted]

Company Management
Pat Yarrington, VP and CFO
Jeanette Ourada, VP and Comptroller
Hew Pate, VP and General Counsel
Derek Floreani, GM – Internal Audit
David Cohen, Chief Compliance Officer
Chris Cavallo, Assistant Secretary and Managing Counsel
Sandy Macfarlane, VP and General Tax Counsel *(b)*
Rick Baughman, GM – Finance Digitalization *(b)*

(a) Absent
(b) For a portion of the meeting only, as indicated below

With a quorum of Directors in attendance, the meeting was called to order by Mr. Moorman. Major discussion topics are summarized below:

1. The Committee approved the minutes of the July 24 and August 1, 2018 meetings.
2. Ms. Ourada, referring to materials provided in advance to the Committee, reviewed the third quarter 2018 earnings, draft earnings press release and reporting schedule. She discussed, among other things:

   (i) Earnings results for the major operating segments, including key factors and special items impacting quarterly results and earnings variance drivers:

   - For Upstream: among other items, record quarterly production (9% higher than third quarter 2017), improved crude realizations and natural gas sales volumes and realizations, foreign exchange, depreciation expense, a project write-off, asset impairments, and a contractual settlement.
   - For Downstream: among other items, margins, volumes, asset sales, operating expense, foreign exchange, and earnings from affiliates.
   - For All Other: among other items, corporate tax items and interest expense.

   (ii) Cash flow from operations.

   (iii) Capital & Exploratory expenditures.

   (iv) Reconciliation of non-GAAP measures.

   (v) Current consensus analyst expectations.

   Ms. Ourada also explained that a provision was recorded in the quarter regarding the dispute in Kazakhstan (Karachaganak) that was previously discussed with the Committee.

Discussion ensued, and Ms. Ourada and Ms. Yarrington responded to questions from the Committee. Thereafter, [redacted] discussed PwC's third quarter review, noting that PwC had reviewed and concurred with the matters discussed, as well as the third quarter earnings and draft press release, as presented to the Committee.

3. Ms. Ourada, referring to materials provided in advance to the Committee, reported on recent correspondence with the SEC regarding a Tengizchevroil Filing Waiver request and responded to questions from the Committee.

   Mr. Macfarlane joined the meeting.

4. Mr. Macfarlane reported to the Committee on a recent tax complaint that had been filed against Chevron by certain labor unions, which filing was made with the National Contact Point (NCP) in the Netherlands under OECD guidelines. Mr. Macfarlane discussed next steps and potential impact, responding to questions from the Committee throughout his discussion.

   Mr. Macfarlane left the meeting.

5. Mr. Pate provided a litigation and investigation update to the Committee. [redacted] also provided a PwC perspective on these matters. Messrs. Pate and [redacted] responded to questions from the Committee.
6. Mr. Cohen, referring to materials provided in advance to the Committee, provided a third quarter 2018 compliance report. He reviewed a significant matter and substantiated significant violations by year (as defined), hotline activity and trends, internal audit findings relating to compliance audits and other items. Discussion ensued, and Mr. Cohen responded to questions from the Committee.
7. Mr. Inchausti, referring to materials provided in advance to the Committee, provided an overview of Production Sharing Contracts, focused on the impact of PSCs on financial results. Discussion ensued, and Mr. Inchausti responded to questions from the Committee. The Committee requested that financial reference materials such as this be posted on Diligent Boards for access by Directors.

   Mr. Baughman joined the meeting.

8. Mr. Baughman, referring to materials provided in advance to the Committee, reported on Finance Digitalization Initiatives, with a focus on objectives and key initiatives, current and future activities, cost estimates, anticipated benefits, centralized governance, finance data analytics, finance digital fluency and digital internal controls and governance. Mr. Baughman also explained the roadmap to transition from 17 unique Enterprise Resource Planning (ERP) systems across the enterprise to a single ERP over the next several years. [redacted] provided a PwC perspective as well. Discussion ensued, and Mr. Baughman responded to questions from the Committee.

   Mr. Baughman left the meeting.

9. The Committee met privately with Mr. Floreani.
10. The Committee met privately with Mr. Pate.
11. The Committee met privately with [redacted]
12. The Committee met privately with Ms. Yarrington.
13. The Committee met privately with Mr. Cohen.

14. The Committee met privately.

There being no further business, Mr. Moorman adjourned the meeting.

David Inchausti
Secretary, Audit Committee

Chevron Corporation
Audit Committee Meeting Minutes
November 7, 2018
(By teleconference)

DRAFT

ATTENDEES:

Committee Members
Charles Moorman IV, Chairman
John Frank
Dambisa Moyo
Inge Thulin

Committee Secretary
David Inchausti

PricewaterhouseCoopers
[redacted]

Company Management
Mike Wirth, CEO
Pat Yarrington, VP and CFO
Jeanette Ourada, VP and Comptroller
Hew Pate, VP and General Counsel
Derek Floreani, GM – Internal Audit
Chris Cavallo, Assistant Secretary and Managing Counsel – Governance

The meeting was called to order by Mr. Moorman. Major discussion topics are summarized below.

1. Ms. Ourada informed the Committee that the Company intended to file the Form 10-Q for the quarter ended September 30, 2018 (the "Form 10-Q") with the SEC on November 8, 2018, noting changes to the Form 10-Q that had been made since the distribution of the materials to the Committee. She discussed with the Committee, among other things:

   (i) the Company's quarterly financial statements and the footnotes thereto, including updates regarding new accounting standards, income taxes, litigation, and suspended exploratory wells.

   (ii) the disclosures contained in "Management's Discussion and Analysis of Financial Condition and Results of Operations", including updates on oil and gas price trends, production, liquidity, share repurchases, legal proceedings, and the operating environment in Venezuela.

   Ms. Ourada discussed quarterly processes and status of reconciled accounts, noting that no material financial errors or out-of-period adjustments had been identified in the quarter. [redacted] provided his comments on the quarter and disclosures. Discussion ensued, and members of management and [redacted] responded to questions from the Committee.

2. Mr. Wirth, referring to materials provided in advance to the Committee, outlined the process that he and Ms. Yarrington followed in making their certifications for the Form 10-Q. He referred to their November 5, 2018 meeting with the Company's Disclosure Committee and PwC's review of the Form 10-Q. Mr. Wirth and Ms. Yarrington each confirmed that they were prepared to sign their respective certifications.

3. [redacted] referring to materials provided in advance to the Committee, stated that PwC had completed its quarterly audit procedures and agreed with the disclosures in the Form 10-Q as presented. He further noted that PwC was not aware of any significant adjustments or changes required to the quarterly results or to the Form 10-Q, and he advised the Committee of PwC's focus areas for its year-end review. [redacted] also provided PwC's required communications, including letters provided to the Committee with respect to PwC's independence. [redacted] and management addressed questions from the Committee throughout this discussion.

   On a motion duly made and seconded, the Committee provided its concurrence for the Company to file the Form 10-Q for the quarter ended September 30, 2018, with the SEC.

4. Ms. Ourada, referring to materials provided in advance to the Committee, discussed management's assessment of the results of Round 1 SOX internal controls testing. She explained that the results indicated a continuing strong control environment, with management testing, corporate audits and PwC reviews indicating 98.4 percent control effectiveness. Ms. Ourada indicated that no material weaknesses or significant deficiencies were identified, and she discussed several initiatives to automate control performance and conduct third-party benchmarking. Ms. Ourada also updated the Committee on the ongoing assessment of SOX controls for new accounting standards.

   Discussion ensued, and members of management and [redacted] responded to questions from the Committee.

5. Ms. Ourada, referring to materials provided in advance to the Committee, presented an update on implementation of the new Lease Accounting Standard, which goes into effect January 1, 2019. Ms. Ourada reported that the project remains on track for implementation in January, with final system testing, SOX controls design, policy deployment, and training being the primary activities left to complete. She also provided the Committee with a summary of anticipated reporting and disclosure impacts related to the new standard.

   Discussion ensued, and Ms. Ourada addressed questions from the Committee.

   [redacted] *left the meeting.*

6. Mr. Floreani, referring to materials provided in advance to the Committee, reviewed the proposed PwC non-audit fee services budget for 2019, discussing the categories of non-audit fee services and explaining a reduction from 2018 in context with historical trends.

   On a motion duly made and seconded, the Committee approved the proposed 2019 non-audit fee budget of $4.1 million, such services to be provided within the scope of allowable non-audit fee services approved by the Committee.

7. The Committee met privately with Mr. Floreani.

8. The Committee met privately with Mr. Pate.

9. The Committee met privately with Messrs. [redacted]

10. The Committee met privately.

There being no further business, Mr. Moorman adjourned the meeting.

David Inchausti
Secretary, Audit Committee

pwc

Report of Independent Registered Public Accounting Firm

To the Board of Directors of Chevron Corporation:

Results of Review of Financial Statements

We have reviewed the accompanying consolidated balance sheet of Chevron Corporation and its subsidiaries as of September 30, 2018, and the related consolidated statements of income and comprehensive income for the three-month and nine-month periods ended September 30, 2018 and 2017 and the consolidated statement of cash flows for the nine-month periods ended September 30, 2018 and 2017, including the related notes (collectively referred to as the "interim financial statements"). Based on our reviews, we are not aware of any material modifications that should be made to the accompanying interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of the Company as of December 31, 2017 and the related consolidated statements of income, comprehensive income and of cash flows for the year then ended (not presented herein), and in our report dated February 22, 2018, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of December 31, 2017, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

Basis for Review Results

These interim financial statements are the responsibility of the Company's management. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our review in accordance with the standards of the PCAOB. A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the PCAOB, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

PricewaterhouseCoopers LLP

San Francisco, CA
November 8, 2018

RESOLUTION OF THE BOARD OF DIRECTORS
OF
CHEVRON CORPORATION
DECEMBER 5, 2018

RESOLVED: That, effectively immediately, the Corporate Governance Guidelines, are hereby amended and restated as follows:

"CHEVRON CORPORATION
CORPORATE GOVERNANCE GUIDELINES

These guidelines have been approved by the Chevron Board of Directors. The guidelines, in conjunction with the Restated Certificate of Incorporation, By-Laws and Board Committee charters, form the framework for governance of the Corporation.

Role of the Board of Directors

The Board of Directors oversees and provides policy guidance on the business and affairs of the Corporation. It monitors overall corporate performance, the integrity of the Corporation's financial controls and the effectiveness of its legal compliance and enterprise risk management programs. The Board oversees management and plans for the succession of key executives. The Board oversees the Corporation's strategic and business planning process. This is generally a year-round process culminating in full meeting Board reviews of the Corporation's updated Corporate Strategic Plan, its business plan, the next year's capital expenditures budget plus key financial and supplemental objectives.

Board Membership Criteria

Directors should have the highest professional and personal ethics and values, consistent with The Chevron Way, and a commitment to building stockholder value. They should have business acumen and broad experience and expertise at the policy-making level in one or more of the areas of particular consideration below and should be able to provide insights and practical wisdom based on their experience or expertise. They should have sufficient time to effectively carry out their duties.

The Board Nominating and Governance Committee regularly reviews the appropriate skills and characteristics required of Directors in the context of the current composition of the Board, the operating requirements of the Corporation and the long-term interests of stockholders. In conducting this assessment, the Committee particularly considers leadership experience in business as a chief executive officer, senior executive or leader of significant business operations; expertise in science, technology, engineering, research, or academia; extensive knowledge of governmental, regulatory, legal, or public policy issues; expertise in finance, financial disclosure, or financial accounting; global business or international affairs experience; environmental experience; public company board service; and diversity of age, gender, ethnicity, and such other factors as it deems appropriate given the current needs of the Board and the Corporation, to maintain a balance of knowledge, experience, background, and capability.

Director Independence

A majority of the Board consists of independent Directors, as defined by the New York Stock Exchange. To be considered "independent," a Director must be determined by the Board, after recommendation by the Board Nominating and Governance Committee and after due deliberation, to have no material relationship with the Company other than as a Director. In making its determination concerning the absence of a material relationship, the Board adheres to all of the specific tests for independence included in the New York Stock Exchange listing standards. In addition, the Board has determined that the following relationships of Chevron Directors occurring within the last fiscal year are categorically immaterial if the relevant transactions are conducted in the ordinary course of business:

- **Director of another entity** if business transactions in the most recent fiscal year between Chevron and that entity do not exceed $5 million or five percent of the receiving entity's consolidated gross revenues for that year, whichever is greater.

- **Director of another entity** if Chevron's discretionary charitable contributions in the most recent fiscal year to that entity do not exceed $1 million or two percent of that entity's gross revenues for that year, whichever is greater, and if the charitable contributions are consistent with Chevron's philanthropic practices.

- A relationship arising solely from a Director's ownership of an equity or limited partnership interest in a party that engages in a transaction with Chevron, so long as the Director's ownership interest does not exceed two percent of the total equity or partnership interest in that other party.

Board Size

The By-Laws provide that the number of Directors is determined by the Board. The Board's size is assessed at least annually by the Board Nominating and Governance Committee and changes are recommended to the Board when appropriate. If any nominee is unable to serve as a Director, the Board may reduce the number of Directors or choose a substitute.

Term of Office

Directors serve for a one-year term and until their successors are elected.

Election of Directors

As provided in Chevron's By-Laws, candidates for Directors are elected annually by a majority vote in an uncontested election and by a plurality vote in a contested election. Any Director nominated for re-election who does not receive more votes cast "for" such nominee's election than votes cast "against" such nominee's election, excluding abstentions, shall submit his or her offer of resignation for consideration by the Board Nominating and Governance Committee. The Board Nominating and Governance Committee shall consider all of the relevant facts and circumstances, including the Director's qualifications, the Director's past and expected future contributions to the Corporation, the overall composition of the Board and whether accepting the tendered resignation would cause the Corporation to fail to meet any applicable rule or regulation (including NYSE listing requirements and federal securities laws) and recommend to the Board the action to be taken with respect to such offer of resignation.

4

The Board of Directors proposes a slate of nominees for consideration each year. Between Annual Meetings, the Board may select one or more Directors to serve until the next Annual Meeting. The Board Nominating and Governance Committee identifies, investigates and recommends prospective directors to the Board with the goal of creating a balance of knowledge, experience and diversity aligned with the long-term interest of stockholders. Stockholders may recommend a nominee by writing to the Corporate Secretary specifying the nominee's name and the qualifications for Board membership. All recommendations are brought to the attention of the Board Nominating and Governance Committee.

Other Board Memberships

Directors limit their other board memberships to a number which permits them, given their individual circumstances, to responsibly perform all of their Director duties, with no Director serving on the boards of more than five publicly traded companies. A Director who also serves as the CEO of a publicly traded company should not serve on more than three boards of publicly traded companies (including the company for which the Director is CEO). Current positions in excess of these limits may be maintained unless the Board Nominating and Governance Committee determines that doing so would impair the Director's service on the Corporation's Board. To avoid any potential conflict of interest, Directors will not accept a seat on any additional public company board without first notifying the Lead Director and the Chairman of the Board. The Board Nominating and Governance Committee reviews and concurs in the election of any employee Director to outside, for-profit board positions.

Director Retirement Policy

Non-employee Directors may not stand for re-election after reaching age 74. Employee Directors may not serve as Directors once their employment with the Corporation ends. Mandatory retirement for employee Directors is age 65.

A non-employee Director shall submit to the Board Nominating and Governance Committee a letter offering to resign if his or her principal occupation or business association changes substantially during his or her tenure as a Director. The Board Nominating and Governance Committee will review and recommend to the Board the action, if any, to be taken with respect to the offer of resignation.

Number and Composition of Board Committees

The Board has four committees: Audit, Board Nominating and Governance, Management Compensation and Public Policy. Board committee members shall be appointed annually by the Board upon the recommendation from the Board Nominating and Governance Committee. All Committees are comprised solely of independent Directors and members of the Audit, Board Nominating and Governance and Management Compensation committees are independent Directors, as defined by the New York Stock Exchange. In addition, all Audit Committee members meet the requirement that they may not directly or indirectly receive any compensation from the Corporation other than their Directors' compensation.

Each committee is chaired by an independent Director who determines the agenda, the frequency and length of the meetings and who has unlimited access to management, information and independent advisors, as necessary and appropriate. Each independent Director generally serves on one or two committees. Committee members serve staggered terms enabling Directors to rotate periodically to different committees. Four- to six-year terms for committee chairpersons facilitate rotation of committee chairpersons while preserving experienced leadership.

4

Board Leadership and Lead Director

The independent Directors select the Chairman of the Board annually. The independent Directors review the propriety of combining or separating the offices of Chairman and CEO annually in connection with its selection of the Chairman. The independent Directors may select the Corporation's CEO to serve as Chairman.

When the Board selects the CEO to serve as Chairman, the independent Directors will annually select a Lead Director from among the independent Directors serving on the Corporation's Board. The Lead Director will chair all meetings of the Board in the Chairman's absence, chair the executive sessions, lead non-management Directors in an annual evaluation of the performance of the CEO as well as communicate that evaluation to the CEO, oversee the process for CEO succession planning, lead the Board's review of the Board Nominating and Governance Committee's assessment and recommendations from the Board self-evaluation process, serve as a liaison between the Chairman and the independent Directors, consult with the Chairman on and approve agendas and schedules for Board meetings and other matters pertinent to the Corporation and the Board, be available to advise the committee chairs of the Board in fulfilling their designated roles and responsibilities, and participate in the interview process for prospective directors with the Board Nominating and Governance Committee. The Lead Director will have the authority to call meetings of the independent Directors and will be available as appropriate for consultation and direct communication with major stockholders.

Executive Sessions

Independent Directors meet in executive session at each regularly scheduled Board meeting. The sessions are chaired by the Lead Director if the CEO serves as Chairman; otherwise, the sessions are chaired by the Chairman. Any independent Director can request that an executive session be scheduled.

Business Conduct and Ethics Code

The Board expects all Directors, as well as officers and employees, to display the highest standard of ethics, consistent with The Chevron Way. The Board also expects Directors, officers and employees to acknowledge their adherence to the Corporation's Business Conduct and Ethics Code. The Corporation has and will continue to maintain the Business Conduct and Ethics Code. The Board's Audit Committee periodically reviews compliance with this Code.

4

Confidentiality

The proceedings and deliberations of the Board and its Committees are confidential. Each Director will maintain the confidentiality of all proprietary, privileged or otherwise protected information about the Corporation and other entities that the Director obtains in connection with his or her service as a Director, except where the disclosure is authorized or required by law.

Succession Planning

Annually, the Lead Director will lead the independent Directors' review of candidates for all senior management positions to ensure that qualified candidates are available for all positions and that development plans are being utilized to strengthen the skills and qualifications of the candidates.

Board Compensation

Independent Directors receive compensation that is competitive, links rewards to business results and stockholder returns, and facilitates increased ownership of the Corporation's stock. The compensation consists of cash and equity components with a goal of providing greater than 50 percent of compensation in equity. The Corporation does not have a retirement plan for non-employee Directors. Employee Directors are not paid additional compensation for their services as Directors. The Board Nominating and Governance Committee periodically reviews and recommends changes to Board compensation to ensure that the total compensation remains competitive and appropriate.

Board Access to Management

Directors are encouraged and provided opportunities to talk directly to any member of management regarding any questions or concerns the Director may have.

Director Orientation and Education

The Corporation has and will continue to maintain an orientation program that contains written material, oral presentations and site visits. The Corporation maintains a list of continuing director education opportunities and all directors are encouraged to periodically attend, at Company expense, director continuing education programs offered by various organizations. The Corporation also provides ongoing Director education through presentations at Board and Committee meetings and Board briefings.

Evaluation of Board Performance

The Board and each Board committee conduct a self-evaluation annually. The Board Nominating and Governance Committee oversees this self-evaluation process and assesses the full Board's performance. As part of the evaluation, the Committee also invites input on individual director performance. The Committee recommends changes to improve the Board, the Board committees and individual Director effectiveness. The Committee utilizes the annual Board evaluation to gather input to assist the Committees' evaluation and recommendations.

4

Chief Executive Officer Performance Review

The Board annually reviews the CEO performance. To conduct this review, the Board Nominating and Governance and Management Compensation Committee chairpersons gather and consolidate input from all Directors. The consolidated input is reviewed at a meeting in executive session with all independent Directors after which the chairpersons present the results of the review to the CEO.

Director and Officer Stock Ownership Guidelines

The Board expects all Directors and executive officers to display confidence in the Corporation by ownership of a significant amount of stock. The Board has structured its compensation to strive to result in ownership of at least 7 times the annual cash retainer amount or 15,000 shares of stock or stock units after five years of service as a Director. The Board Nominating and Governance Committee periodically assesses the guidelines and Directors' ownership relative to these guidelines, and makes recommendations as appropriate. The Board has also established stock ownership guidelines for executive officers of the Corporation. Targets are based on a multiple of base salary: CEO 6 times; Vice Chairman, Executive Vice Presidents and Chief Financial Officer 4 times; all other executive officers 2 times. Executives are expected to achieve targets within 5 years of assuming their positions. The Management Compensation Committee periodically assesses the guidelines and the executive officers' ownership relative to these guidelines, and makes recommendations as appropriate.

Access to Independent Advisors

The Board and each Board committee have the right at any time to retain independent outside financial, legal or other advisors.

Board Agenda and Meetings

The Chairman in coordination with the Lead Director sets the schedule for Board meetings and determines the timing and length of the meetings of the Board. In addition to regularly scheduled meetings, unscheduled Board meetings may be called, upon proper notice, at any time to address specific needs of the Corporation. The Annual Meeting of Stockholders will be scheduled in conjunction with a regularly scheduled Board meeting. The Board expects all Directors to attend regularly scheduled Board meetings and the Annual Meeting of Stockholders, unless there are extenuating circumstances.

The Chairman in consultation with the Lead Director establishes the agenda for each Board meeting, taking into account input and suggestions from other Directors and management. The Directors also provide input for additional pre-meeting materials. They make suggestions to the appropriate committee chairperson at any time. The agendas for Board meetings provide opportunities for the operating heads of the major businesses of the Corporation to make presentations to the Board. Each year the Board reviews the long-term strategic plan for the Corporation and the principal issues that the Corporation expects to face in the future.

Policy on Stockholder Proposals Receiving Majority Approval

The Board will reconsider any stockholder proposal not supported by the Board that receives a majority of the votes cast at the Annual Meeting at which a quorum is present. Action taken on the proposal will be reported to stockholders in a timely manner.

Confidential Stockholder Voting Policy

Chevron has a confidential voting policy to protect stockholders' voting privacy. Under this policy, ballots, proxy forms and voting instructions returned to brokerage firms, banks and other holders of record are kept confidential. Only the proxy solicitor, proxy tabulator and the Inspector of Election have access to the ballots, proxy forms and voting instructions. Anyone who processes or inspects ballots, proxy forms or voting instructions signs a pledge to treat them as confidential. None of these persons is a Chevron employee. The proxy solicitor and the proxy tabulator will disclose information taken from the ballots, proxy forms and voting instructions only in the event of a proxy contest or as otherwise required by law.

Communication with the Board of Directors

Interested parties wishing to communicate their concerns or questions about Chevron to the Lead Director or to independent Directors may do so by U.S. mail to Lead Director or to Independent Directors, c/o Office of the Corporate Secretary, Chevron Corporation, 6001 Bollinger Canyon Road, San Ramon, CA 94583. The Corporate Secretary will compile the communications, summarize lengthy or repetitive communications and forward to the Lead Director or the independent Directors. The Corporate Secretary will also coordinate any requests from stockholders for additional communications with the Lead Director.

Reporting of Concerns Regarding Accounting, Internal Accounting Controls or Auditing Matters

The Audit Committee has procedures in place to receive, retain and treat complaints received regarding accounting, internal accounting controls or auditing matters and to allow for the confidential and anonymous submission by anyone of concerns regarding questionable accounting or auditing matters. These procedures can be found on the Chevron website at www.chevron.com/investors/corporate-governance.

Policy on Stockholder Rights Plans

The Board will obtain stockholder approval of any stockholder rights plan. The Board will obtain such approval prior to the implementation of a stockholder rights plan, except in the following limited circumstance. If a majority of the independent Directors conclude that it would be detrimental to the best interests of the Corporation and the holders of the majority of the shares of its common stock to defer the effectiveness of a stockholder rights plan until stockholder approval of the plan can be obtained, then the Board may implement a rights plan prior to obtaining stockholder approval. In such a case, the Board will submit the stockholder rights plan to stockholders for approval at the first meeting of stockholders for which a record date passes after the adoption of the stockholder rights plan. If stockholder approval is not obtained, the rights plan would terminate not later than 30 days after the vote has been certified by the inspector of elections.

4

Periodic Review of Corporate Governance Guidelines

The Board Nominating and Governance Committee and the Board review these Corporate Governance Guidelines and related corporate governance documents at least annually and revise as appropriate.

APPROVED: Board of Directors
DATE: December 5, 2018"

5

December 5, 2018 Summary of Significant Excom Items

Highlights of the September 20, 2018 Excom meeting:

- Divestment of Chevron's [illegible] interest in production licenses Redacted – Business Confidential (competitive financial information) (non-U.S.) relating to the Redacted – Business Confidential (competitive financial information) (non-U.S.)

  Redacted – Business Confidential (competitive financial information) (non-U.S.)

- Bid for the [illegible] in the Redacted – Business Confidential (competitive financial information) (non-U.S.) bid round and resulting production sharing contract (PSC). Redacted – Business Confidential (competitive financial information) (non-U.S.)

  Redacted – Business Confidential (competitive financial information) (non-U.S.)

- Bid proposals submitted to the Redacted – Business Confidential (competitive financial information) (non-U.S.) [illegible] for offshore blocks G1/61 and G2/61 auctioned in Redacted - Business Confidential (competitive financial information)

  Redacted – Business Confidential (competitive financial information) (non-U.S.)

- Plea agreement and consent decree with Redacted - Business Confidential (competitive financial information) [illegible] to resolve allegations that Redacted – Business Confidential (competitive financial information) (non-U.S.) engaged in a conspiracy to suppress competition and fix prices in the sale of fuel to the U.S. military in Korea in violation of Section 1 of the Sherman Antitrust Act, affecting fuel sales of approximately Redacted – Business Confidential (competitive financial information) (non-U.S.) 5

Redacted – Business Confidential (competitive financial information) (non-U.S.)

- Chevron North America Exploration and Production is reporting a bid for Redacted – Business Confidential (competitive financial information) totaling Redacted – Business Confidential (competitive financial information)

Redacted – Business Confidential (competitive financial information)

Highlight of the October 24, 2018 Excom meeting:

- [illegible] service agreements with Redacted – Business Confidential (competitive financial information) (non-U.S.) midstream gathering, processing, transportation and fractionation services to support the

Redacted – Business Confidential (competitive financial information) (non-U.S.)

5

Redacted – Business Confidential (competitive financial information) (non-U.S.)

Highlight of the November 15, 2018 Excom meeting:

- Appropriation request (CPDEP Phase 3) for $ Redacted – Business Confidential (competitive financial information)

  Redacted – Business Confidential (competitive financial information)

- Execution of a [blank] drilling contract and associated construction services contract for a Redacted - Business Confidential (competitive financial information) with Redacted - Business Confidential (competitive financial information) Redacted - Business Confidential (competitive financial information) for a total commitment of $ Redacted - Business Confidential (competitive financial information)

  Redacted – Business Confidential (competitive financial information)

- Three natural gas liquid fractionation and sales agreements to cover Chevron Permian natural gas liquid production and to access Redacted – Business Confidential (competitive financial information)

  Redacted – Business Confidential (competitive financial information)

Redacted – Business Confidential (competitive financial information)

5

EXECUTIVE COMMITTEE MEETING
SUMMARY MINUTES
September 20, 2018

5

The following was adopted:

Resolution adopting the 2019 schedule of regular Executive Committee meetings.

The following were approved:

Privileged – First Amendment

Redacted - Business Confidential (competitive financial information)

The following were reported:

Redacted – Business Confidential (competitive financial information) (non-U.S.)

Redacted – Business Confidential (competitive financial information)

Redacted – Business Confidential (competitive financial information) (non-U.S.)

The following were reported (continued):

5

Redacted – Business Confidential (competitive financial information) (non-U.S.)

EXECUTIVE COMMITTEE MEETING
SUMMARY MINUTES
October 24, 2018

5

The following was approved:

Privileged – First Amendment

The following were reported:

Redacted – Business Confidential (competitive financial information) (non-U.S.)

Privileged – First Amendment

EXECUTIVE COMMITTEE MEETING
SUMMARY MINUTES
November 15, 2018

5

The following was reviewed and recommended to the Board:

Redacted – Business Confidential (competitive financial information)

Chevron Total – Upstream

2019 Plans and proposed Capital and Exploratory Budget.

Chevron Total – Downstream

2019 Plans and proposed Capital Budget.

Chevron Total – Corporate & Others

2019 Plans and proposed Capital Budget.

The following was approved:

2019 Social Investment and Business Memberships Budgets.

The following were reported:

Redacted – Business Confidential (competitive financial information) (non-U.S.)

5

The following were reported (continued):

Chevron North America Exploration and Production Company
(a Chevron U.S.A. Inc. division)

Redacted - Business Confidential (competitive financial information)

Redacted – Business Confidential (competitive financial information)

5

The following were reported (continued):

Redacted – Business Confidential (competitive financial information) (non-U.S.)

Chevron U.S.A. Inc.

Redacted - Business Confidential (competitive financial information)

Redacted – Business Confidential (competitive financial information) (non-U.S.)


Chevron
human energy
October 2018
Performance Update
Pat Yarrington
Big Foot Platform
Board of Directors
December 5, 2018
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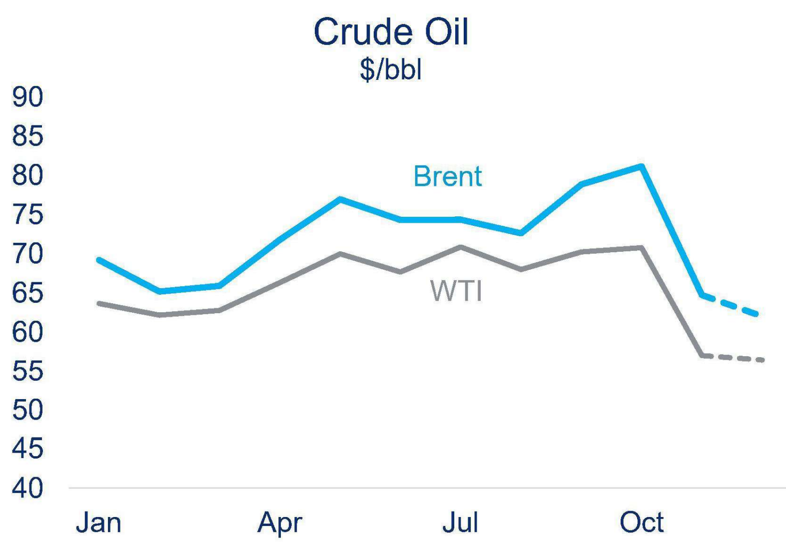
Confidential – Restricted Access
Board of Directors Dec 2018

Price trends



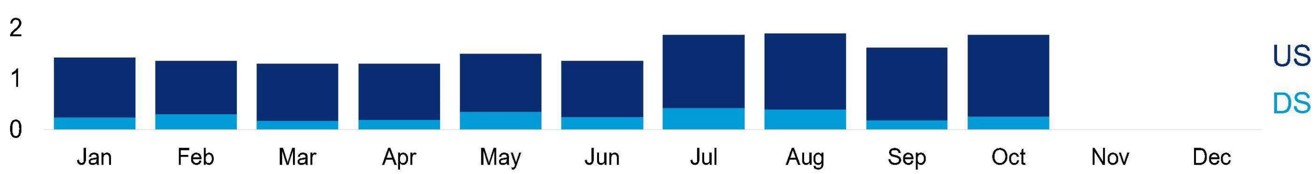
Financial performance
$ billions

	October YTD	FY Plan	Reported	FY Forecast
Earnings	12.9	6.6	▲	14-15
ROCE (%)	8.6	3.9	▲	8
Cash from ops	25.1	20	▲	28-29
Total C&E	16.0	18.3	●	20
Debt ratio (%)	18	21	▲	18
Brent ($/bbl)	*73*	*50*		*71*

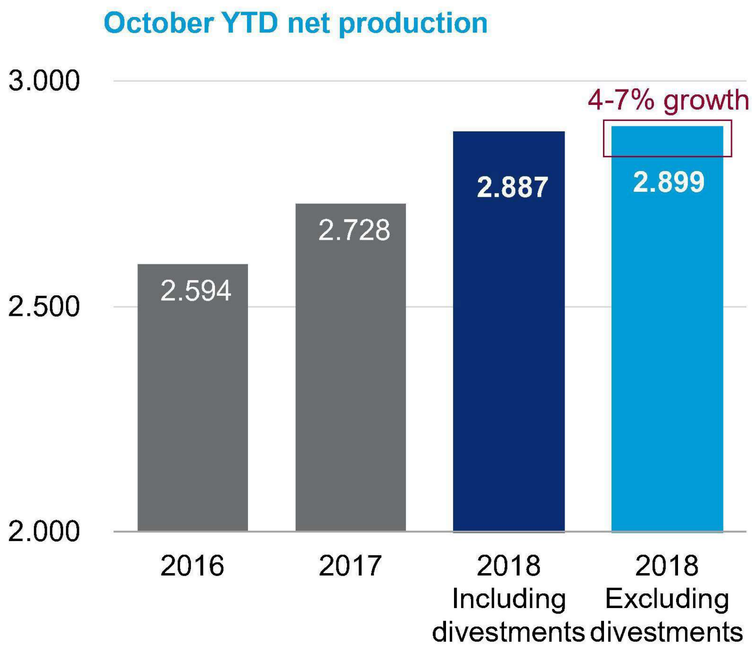
▲ Ahead of / met plan   ● Some gaps   ▼ Below plan

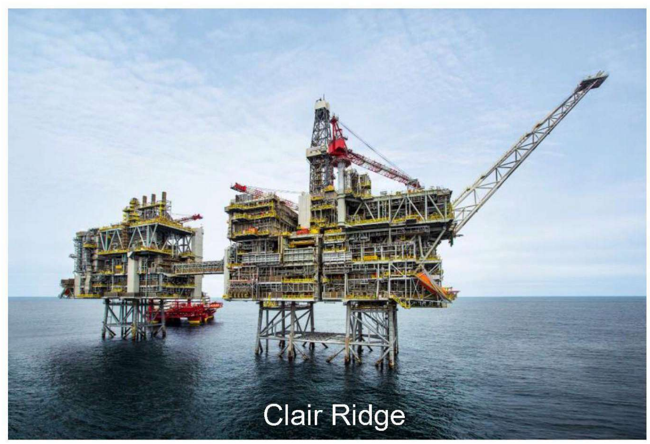
Earnings pattern
$ billions

Includes rounding	1Q18	2Q18	3Q18	Oct	YTD 2018
Reported earnings	3.6	3.4	4.0	1.8	**12.9**
Foreign exchange	0.1	0.3	(0.1)	0.1	**0.4**
Asset dispositions	-	-	0.4	-	**0.4**
Impairments	(0.1)	-	(0.7)	-	**(0.8)**
Other items	-	(0.3)	(0.2)	-	**(0.5)**
Earnings excluding special items & FX	**3.6**	**3.4**	**4.7**	**1.7**	**13.4**
Memo: Monthly Average	***1.2***	***1.1***	***1.6***		***1.3***
Brent	*67*	*74*	*75*	*81*	*73*



Production volumes
Million barrels per day





FY objective: **2.921** (@ $50)

External guidance range **2.839 – 2.919** (ex-asset sales @ $60)

Spend outlook

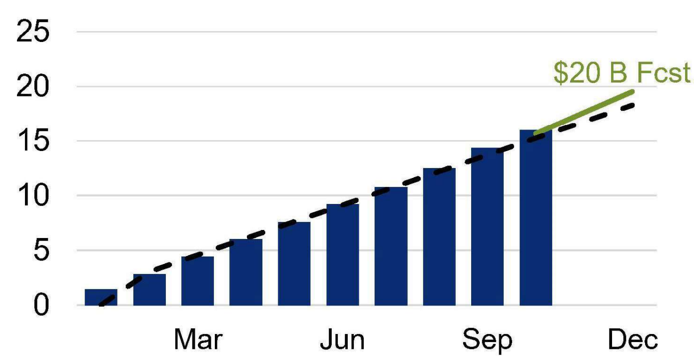
$ billions

Operating expense

	October YTD 2018	FY Plan
Total ex-fuel	19.1	22.7
$/bbl	15.04	15.06

Capital & exploratory expenditures

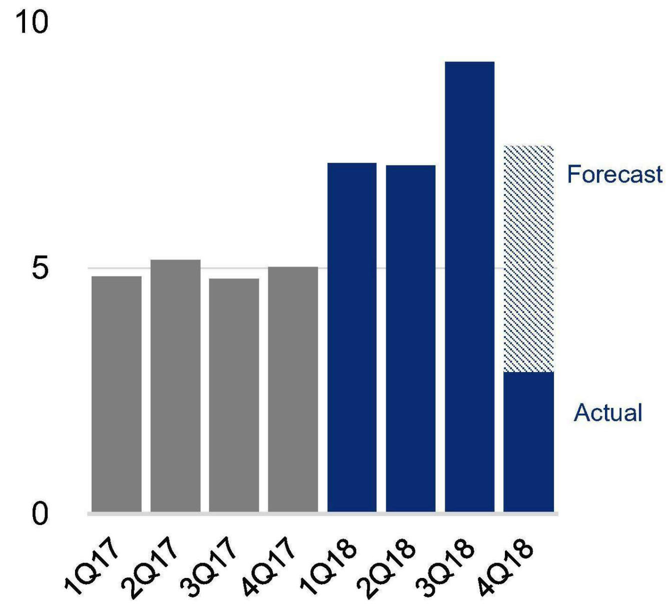
	October YTD 2018	FY Plan
Upstream	14.1	15.8
Downstream	1.7	2.2
Other	0.2	0.3
Total	16.0	18.3
Memo:		
Affiliates C&E (non-cash)	*4.6*	*5.5*



Cash flow
$ billions

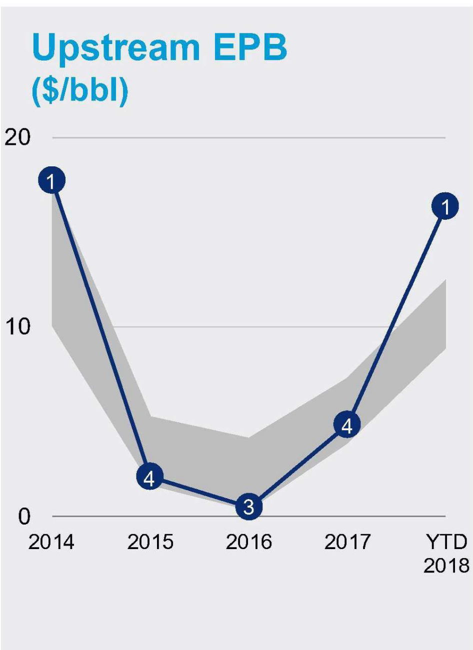
Includes rounding	Oct YTD	Plan
Cash from operations	25.1	**20**
Capital expenditures	(10.9)	**(12)**
FGP/WPMP co-lending	-	**(1)**
Treasury shares	1.1	**1**
Asset sales	1.9	**2**
Free cash flow	**17.2**	**10**
Dividends	(6.4)	**(8)**
Share Repurchases	(1.0)	**-**
Total cash flow	**9.8**	**2**
Debt ratio (%)	*18*	*21*
Debt balance	*33*	*38*

Cash from Ops, ex working capital



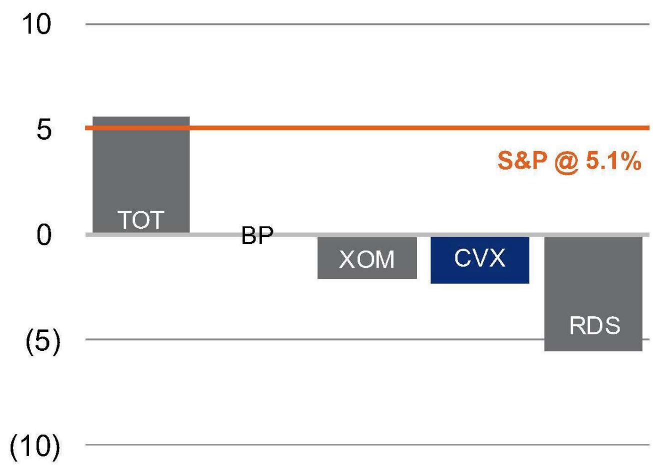
FY Forecast
CFOps 28-29
Total Cash Flow 8-9

Earnings Per Barrel and ROCE comparison

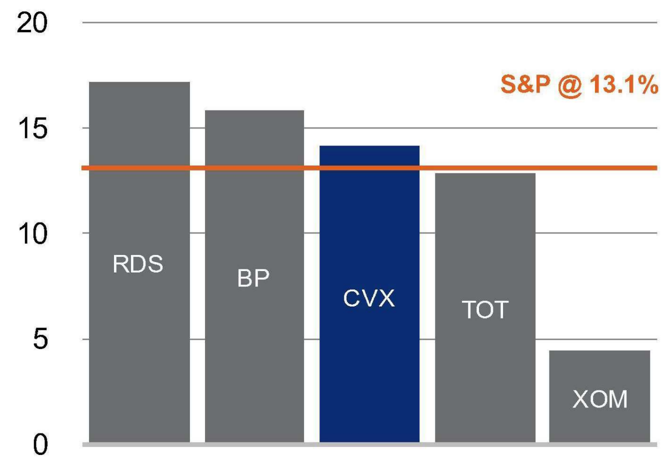


LTIPs CVX ranking

Total Shareholder Return
Percent



YTD as of 11/30/18



2 Year 11 months as of 11/30/18


Discussion
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Board of Directors Dec 2018

BUSINESS PLAN OVERVIEW

Introduction

The 2019-2021 Business Plan delivers free cash flow growth that enables rising shareholder distributions, allows affordable investment levels sufficient to grow our future and maintains a strong balance sheet.
Selected financial highlights:

- 6% annual dividend per share growth
- Annual capital program of $20 to $21 billion
- Production growth of 4% per year
- Declining unit operating expenses
- Flat earnings and ROCE
- Debt ratio of ~16%
- Share repurchases of ~$4 to $6 billion per year

Business Environment

We expect the plan period to be characterized by geopolitical and commodity price volatility, moderating global economic growth and continued supply abundance.

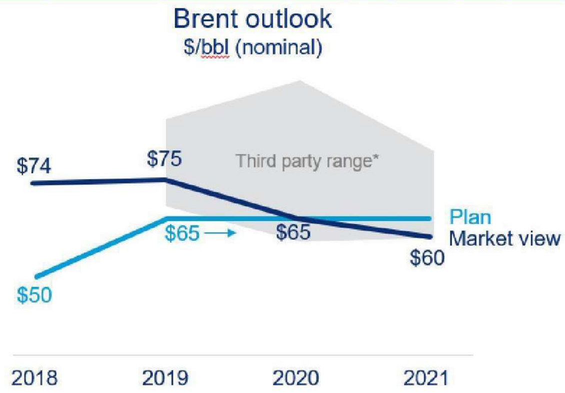
U.S. GDP growth is expected to remain healthy through most of 2019, and then moderate due to lower government spending, tighter monetary policy, and business cycle maturity. Outside the U.S., economic activity is already slowing. China's economy is being affected by tightening credit, and decelerating growth in retail sales, industrial output and exports. In the Eurozone and Japan, domestic consumption and industrial activity are moderating. The stronger U.S. dollar, rising interest rates, and higher oil prices are creating headwinds for emerging markets growth. Escalating trade tensions, economic sanctions, geopolitical unrest and new regulations e.g., International Maritime Organization's new marine bunker fuel specifications, will add volatility.

The rising oil price trend in 2018 was supported by healthy demand, tightening inventories, and the rising risk of geopolitically-driven supply disruptions. In 2019, anticipated supply growth will begin outpacing demand, leading to a return to surplus conditions during the plan period, absent OPEC and Russian actions to restrain supply.

Price Assumptions

We forecast a declining Brent oil price trend through the plan period, with an average high of $75 in 2019 dropping to a low of $60 in 2021. For planning purposes, we assume a flat $65 price to create better visibility on outcomes of actions taken to improve performance.

Ample, growing supplies of natural gas are projected to keep U.S. gas prices in a tight range and to moderate Asia spot LNG prices over the plan period.



* Includes energy consultants and investment banks

We examined low ($50) and high ($80) flat Brent price sensitivities. Even in the low-price case, we are able to meet all our financial priorities, including the continuation of a more modest share repurchase program. In the high-price case, all financial metrics improve.

2019-2021 Business Plan Summary

Over the plan period, we continue to pursue oil-weighted growth, underpinned by our belief that leverage to oil prices will provide better margins than gas.

	2018E	2019	2020	2021
Brent ($/BBL)	73	65	65	65
Production (MMBOED)	2.9	3.0	3.1	3.3
Earnings	15	15	14	15
ROCE (%)	8	8	8	8
Opex ex fuel ($/BBL)	15.34	15.13	14.51	13.95
Total C&E	20	20	20	21
Cash from operating activities	30	27	29	31
Free cash flow	20	15	15	16

Capital Spending

Capital spending will be between $20-$21 billion, with priority given to value-adding growth opportunities in key upstream assets. Investment in our downstream and chemicals segment will be focused on selective growth in fuels manufacturing, petrochemicals and specialty chemicals. Key investments include:

- Increasing investments in unconventional plays, particularly Permian. Total unconventional investments amount to 40% of the upstream C&E program over the three years.
- Advancing Tengizchevroil's Future Growth and Wellhead Pressure Management project. This

6

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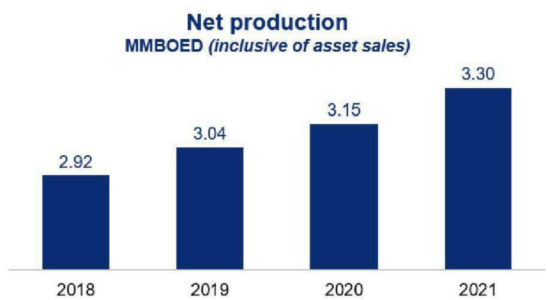
project mitigates natural field decline and increases production capacity. First oil is expected in 2022.

- Progressing Gulf of Mexico Deepwater opportunities, including Anchor Front End Engineering & Design (FEED) in 2019, and development options for recent, significant discoveries (Ballymore, Whale)
- Advancing pre-FEED work on a second CPChem petrochemical project in the US Gulf Coast; sanctioning GS Caltex's mixed feed olefins project and starting up an Oronite additives blending and shipping plant in China.

Production

Upstream production is forecast to grow 4% per year, achieving 3.3 MMBOED by 2021. The most significant contributors to this nearly 400 MBOED growth over the three years are: Permian (up 373 MBOED), other unconventionals (up collectively 170 MBOED), and Wheatstone (up 62 MBOED).



Earnings & ROCE

Forecasted annual earnings for 2019-2021 of ~$15 billion are comparable to 2018, despite a lower price forecast ($74 average Brent for 2018 versus $65 flat for the plan years). Production growth and declining unit operating costs compensate for the lower prices.

ROCE is expected to remain steady at 8% through the period, constrained in terms of noticeable improvement by our prior periods of high capital investment when oil prices were high.

Operating Expenses

Absolute operating expenses, excluding fuel, remain flat over the plan period. Unit costs drop 9% by 2021, reflecting strong production growth. More intense focus is being placed on leveraging technology and innovation to improve efficiency and productivity.

Cash from Operations & Free Cash Flow

Cash from Operations averages $29 billion per year over the three years. This, along with modest asset sales proceeds, is more than sufficient to cover investment requirements. Asset sales proceeds total $4 billion and keep us on track to meet external guidance ($5-10 billion in proceeds from 2018 to 2020). Portfolio optimization opportunities continue to be evaluated

We generate about $15 billion per year in Free Cash Flow, to be distributed to shareholders or to strengthen the balance sheet. The plan assumes modest improvement in the balance sheet (achieving a debt ratio of ~16%), with the residual funds returned to shareholders through the share repurchase program. Share repurchases total $15 billion over the three years.

Risks and Uncertainties

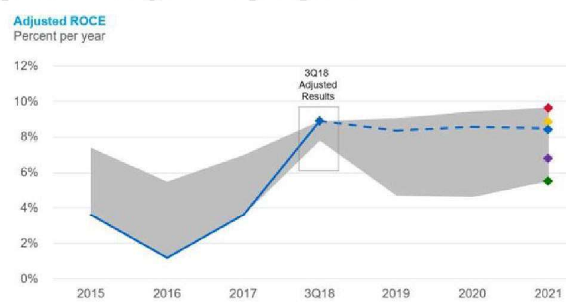
Selected risks to achieving our plan objectives include:

- Commodity prices
- Asset sales timing and execution
- Affiliate cash distributions due to partner and political considerations
- TCO project execution and financing scope
- Accelerated environmental liabilities

Competitive Performance

The business plan reflects efforts to actively manage our portfolio to improve competitive performance and capitalize on our strengths. We are investing in the most competitive projects in targeted asset classes, focusing on high demand markets, maintaining a higher oil exposure relative to peers, and allocating a greater proportion of capital to higher-return investments including shorter-cycle opportunities. We remain focused on safe, reliable operations, driving down costs and expanding margins along our value chains.

Benchmarking data from WoodMackenzie and IHS CERA, indicate an expectation for ROCE to improve from a low point in 2017 to a more competitive position throughout the plan period.



As we execute the plan, we will be aggressively seeking to further improve efficiency, execution and our portfolio to further enhance our competitiveness in a lower-for-longer price environment.

Chevron
human energy

Market Update and Price Assumptions

Bruce Niemeyer

Board of Directors
December 5, 2018

Source: OPEC

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2018 price dynamics

Brent
$/bbl

Henry Hub
$/mmbtu

Asia LNG spot
$/mmbtu

Shifting sentiment

Post-May: tight supply capacity

Now: excess supply concerns

Tighter stock levels

Post-May: 15-year seasonal low

Now: weather-driven price moves

Dynamic spot demand

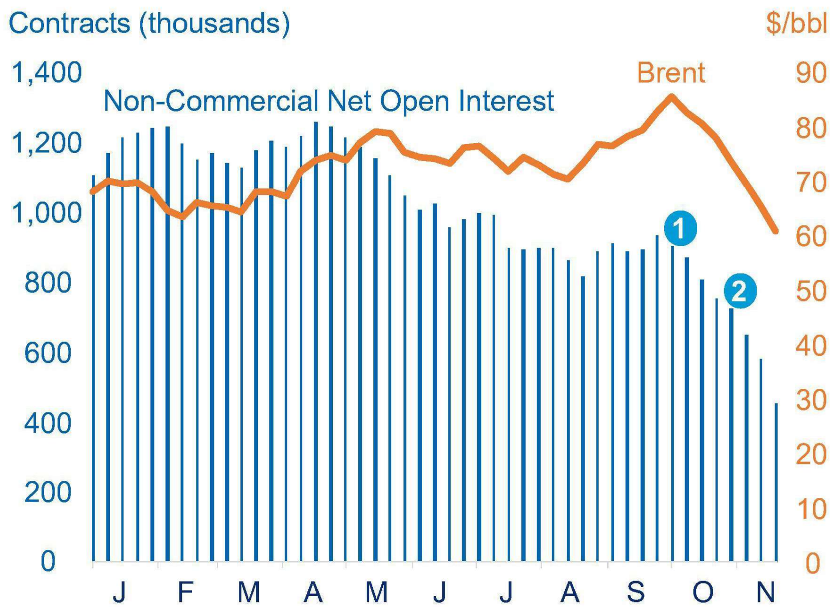
Post-May: higher seasonal demand

Now: winter supplies secured

Source: internal analysis, Platts

Recent trading-driven oil price retreat

2018 non-commercial net open interest vs. Brent



1 US waivers considered

2 Waivers announced

Key market drivers

Unexpected Iran export waivers

Record Saudi production

Record US production

Upcoming signposts

OPEC Dec 6-7 meeting

Weekly trading range

Oil market

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Demand signposts

GDP growth headwinds

IMO implications

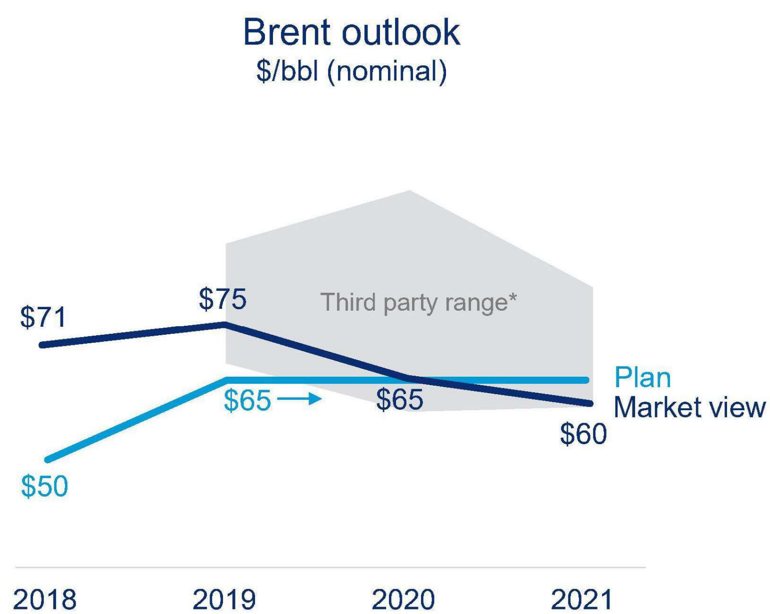
Supply signposts

OPEC/Russia strategy

US takeaway capacity expansion

Source: internal analysis

Oil price outlook



* Includes energy consultants and investment banks

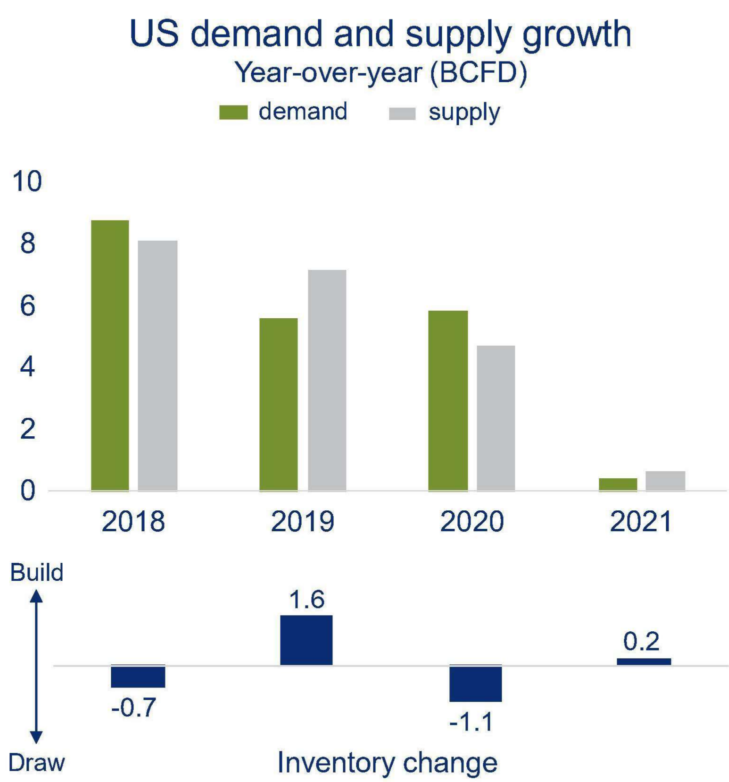
Changes since setting plan prices

Stronger supply growth

Easing economic activity

Source: internal analysis, energy consultants, investment banks

US gas market



Demand signposts

LNG and pipeline export growth

Short-term weather effects

Supply signposts

Permian pipeline capacity expansion

Source: WoodMackenzie

US gas price outlook

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Henry Hub outlook
$/mmbtu (nominal)

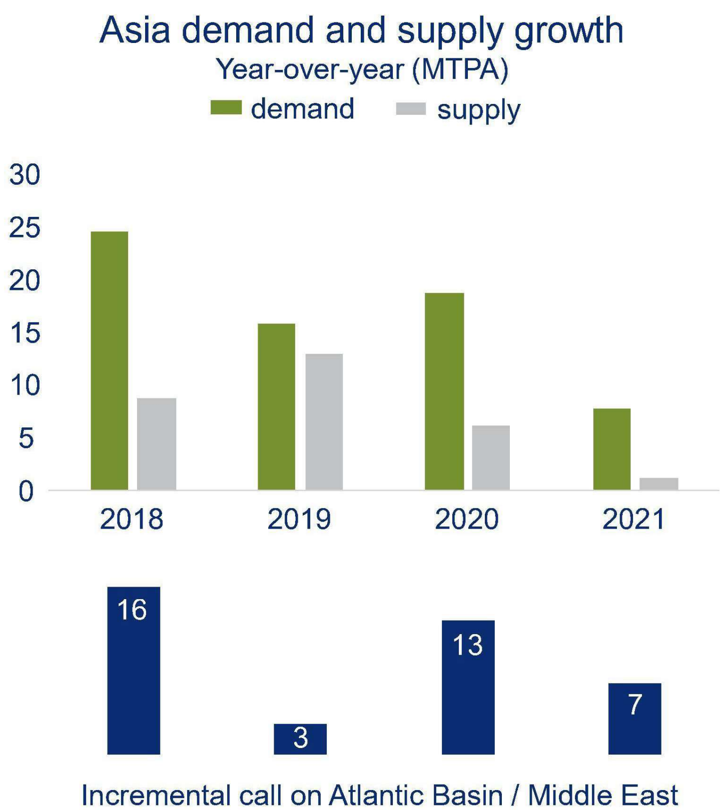
Changes since setting plan prices

Stronger shale-led production growth

Higher LNG export and power demand

Source: energy consultants, internal analysis

Asia LNG market



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Demand signposts

Growing policy support

Emerging market regas capacity

Short-term weather effects

Supply signposts

LNG project queue progress

Pace of ramp-ups

Source: WoodMackenzie

Asia LNG spot price outlook

6

Changes since setting plan prices

Stronger policy-driven demand growth

Source: energy consultants, internal analysis

CHEV-117HCOR-0009733

Key takeaways

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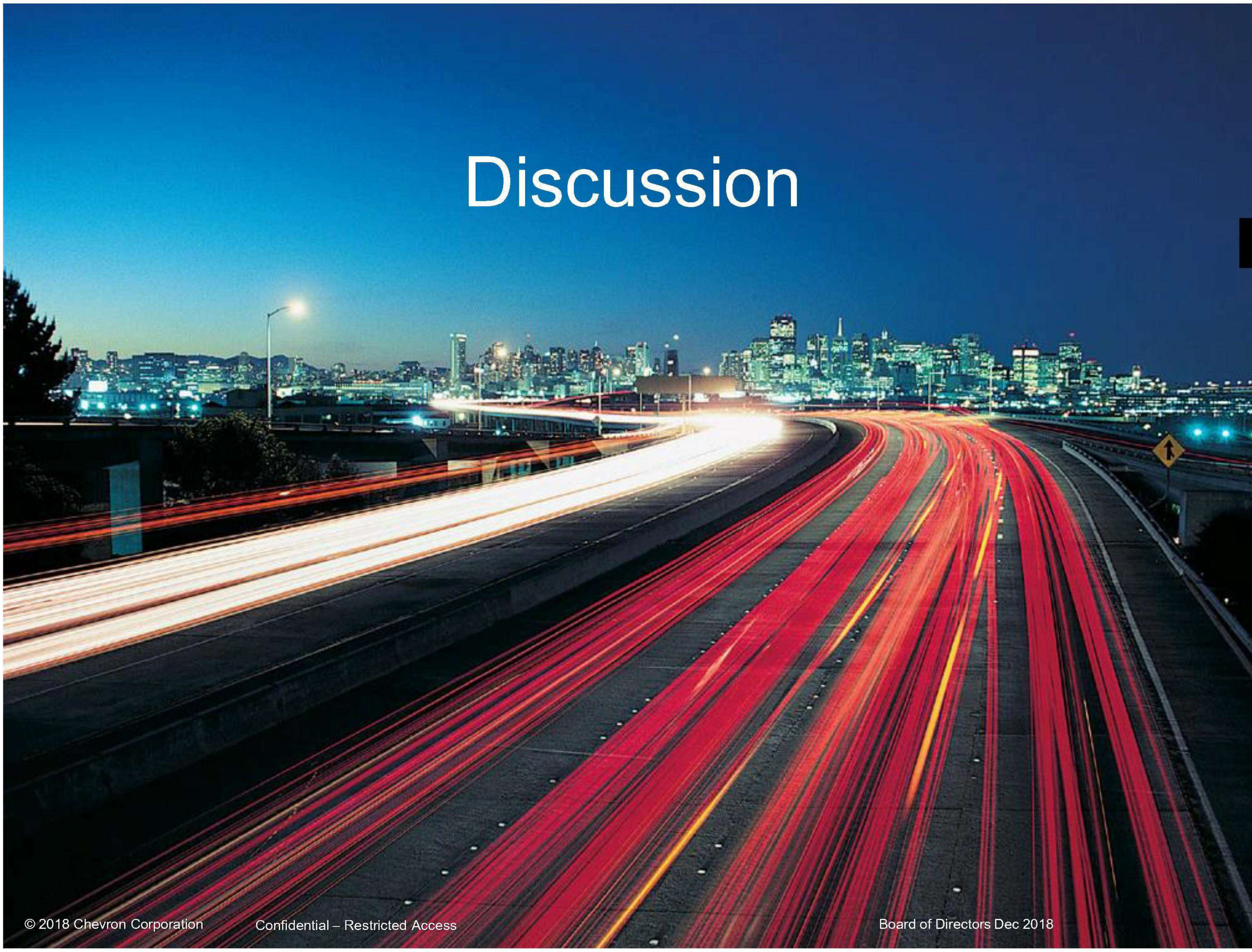
Volatility will remain	Economy moderating	World well supplied with oil and gas
Sanctions, trade issues, unrest, IMO	Tariffs, interest rates, waning fiscal stimulus, debt	US growth, KSA/Russia actions

Source: CNN Money/Getty Images

Source: US News & World Report/AP

Source: Wall Street Journal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2019-21 Business Plan Financials

Pat Yarrington

Board of Directors
December 5, 2018

Piperack modules on site at TCO

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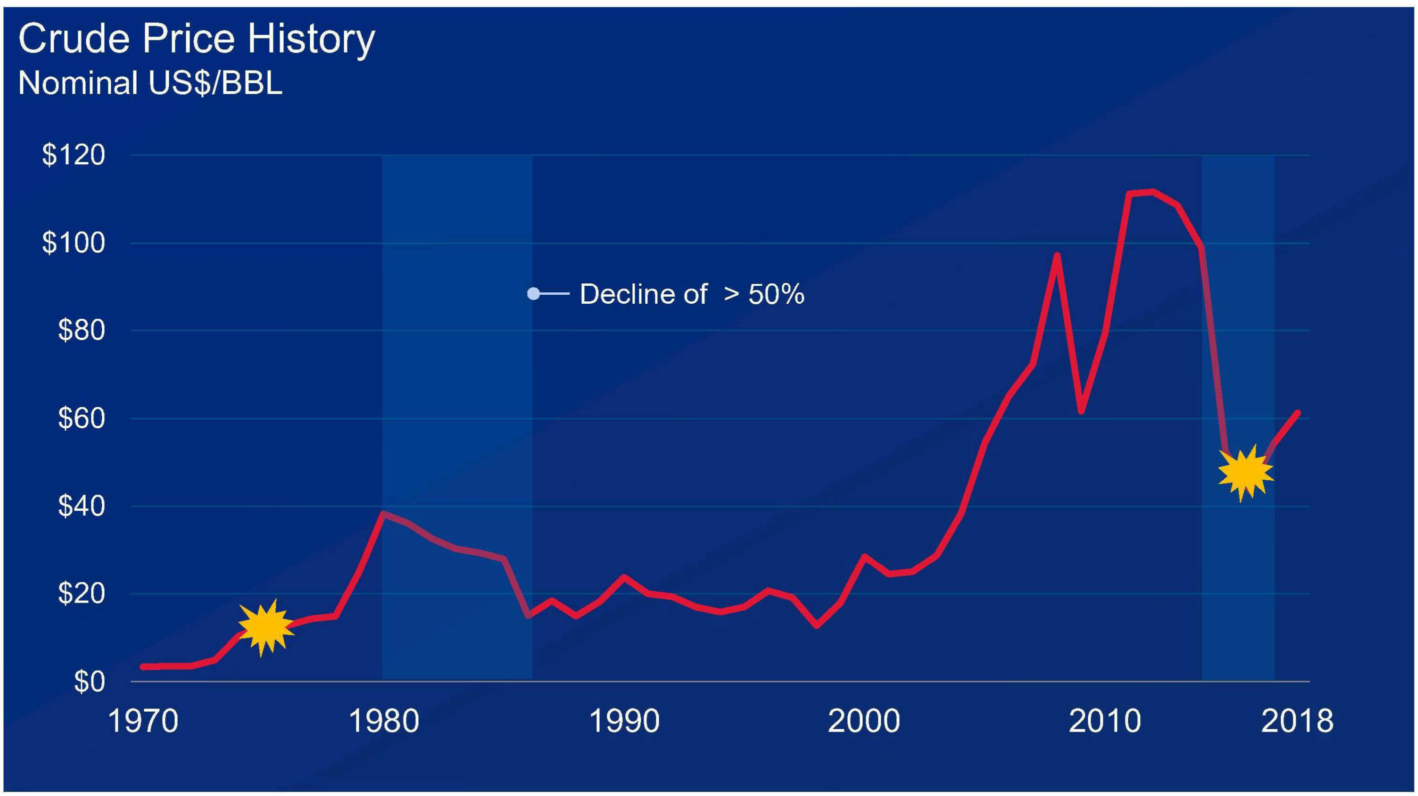
We've been through a lot



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A solid plan
$ billions

- **Free cash flow flat**
  - Production ramp up
  - Total C&E flat
  - Declining unit opex
- **Debt level 16%**
- **ROCE remains a challenge**

	2018E	2019	2020	2021
Brent ($/BBL)	71	65	65	65
Production (MMBOED)	2.9	3.0	3.1	3.3
Earnings	14-15	15	14	15
ROCE (%)	8	8	8	8
Opex ex fuel ($/BBL)	15.34	15.13	14.51	13.95
Total C&E	20	20	20	21
Cash from operating activities	28-29	27	29	31
Free cash flow	18-19	15	15	16

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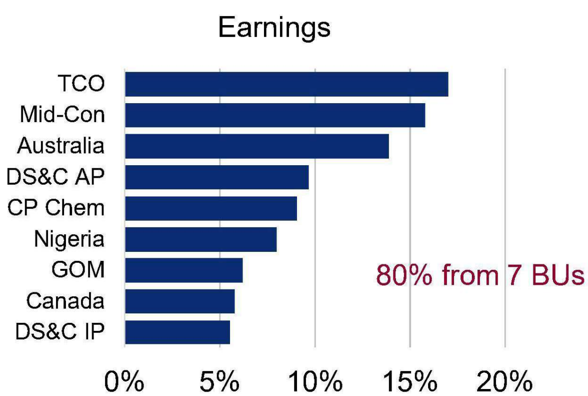
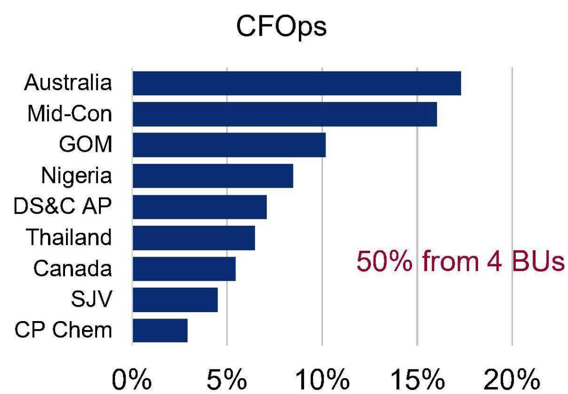
Top contributors over 3 year plan period

% of total





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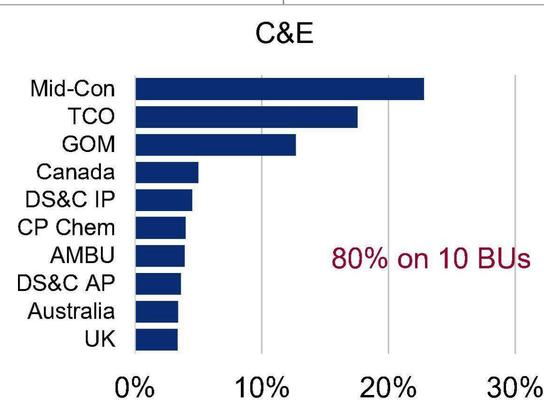
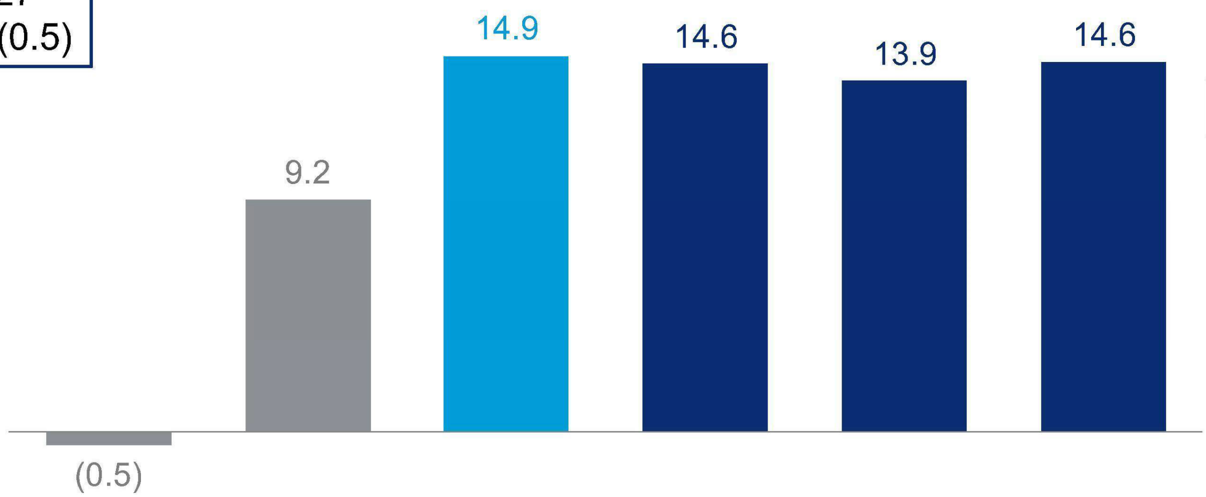


Earnings and ROCE

$ billions

High	2011: $27
Low	2016: $(0.5)



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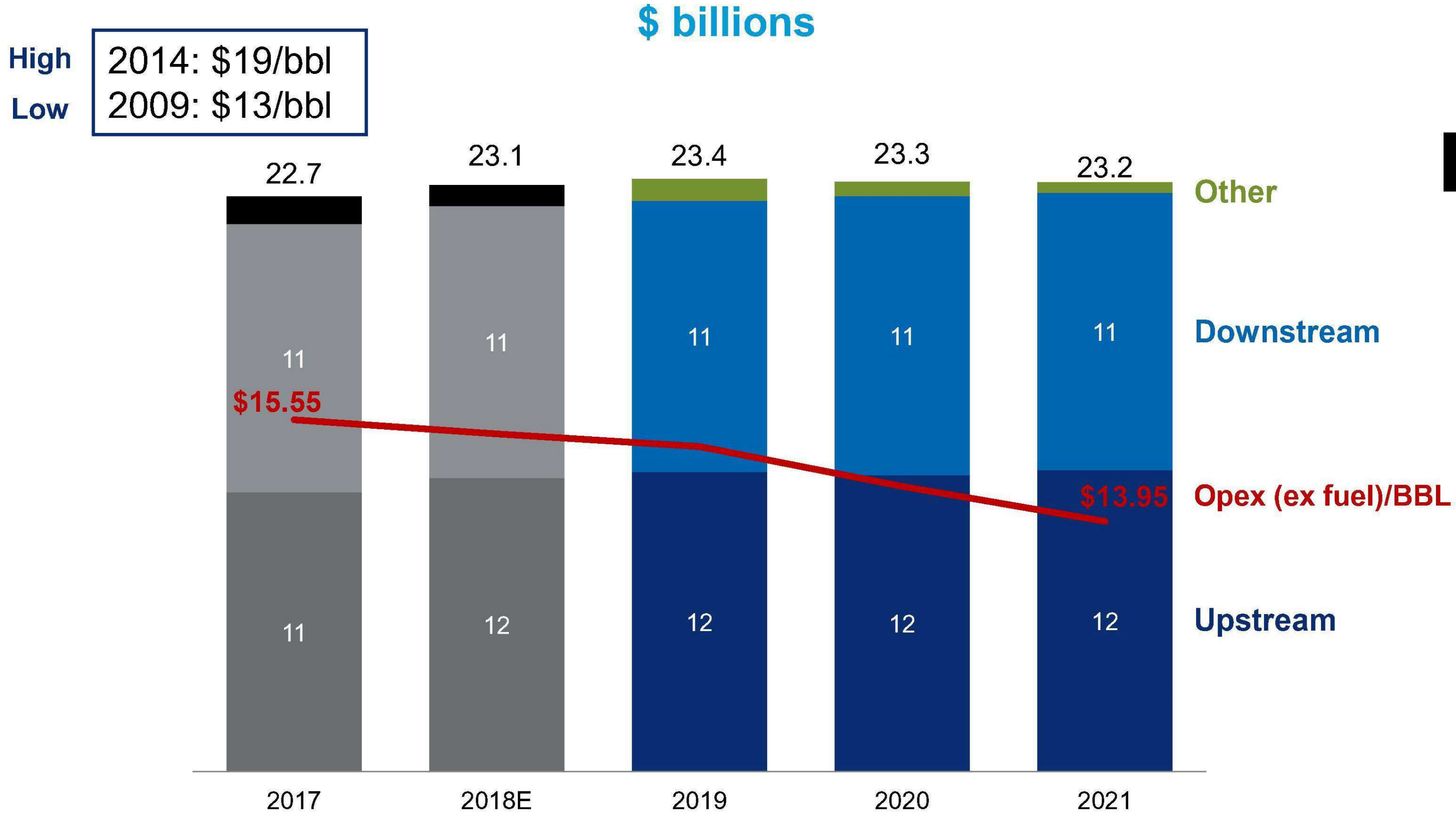
	2016	2017	2018E	2019	2020	2021
Affiliate earnings	2.7	4.4	6.3	5.5	5.6	5.6
A/T asset sale gains	0.8	1.8	0.7	1.6	--	--
ROCE %	--	5	8	8	8	8

Operating expense falls on a unit basis



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C&E flat at ~$20+B

$ billions

High	2013: $42
Low	2010: $20

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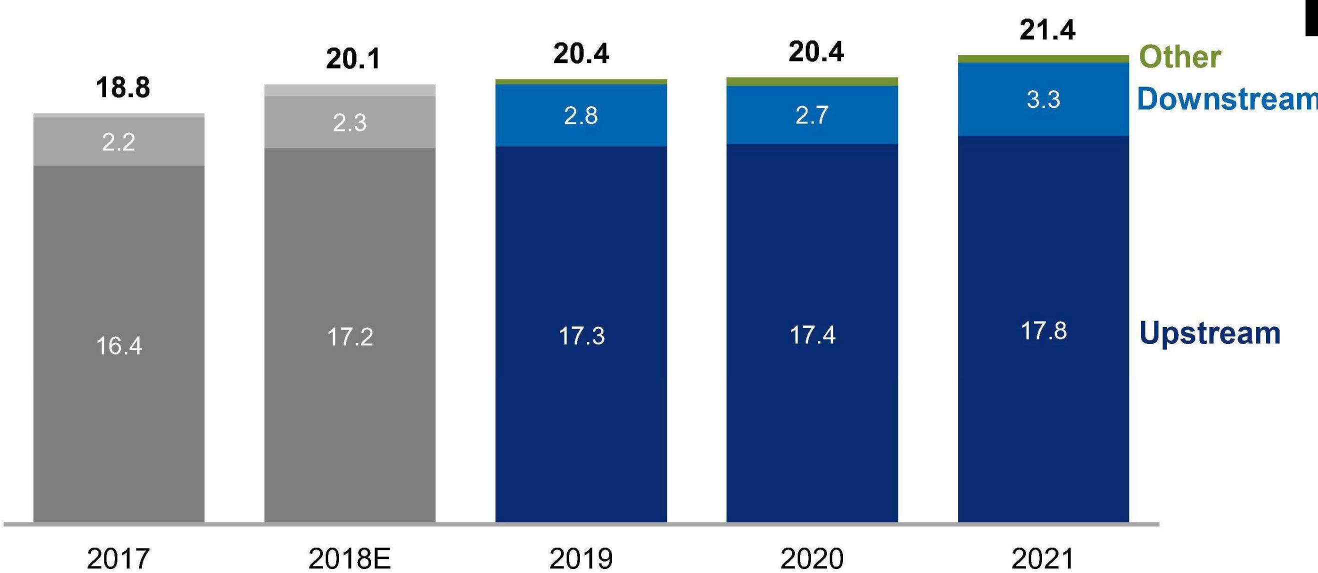


	2017	2018E	2019	2020	2021
Affiliate C&E	4.7	5.7	6.3	5.6	4.4

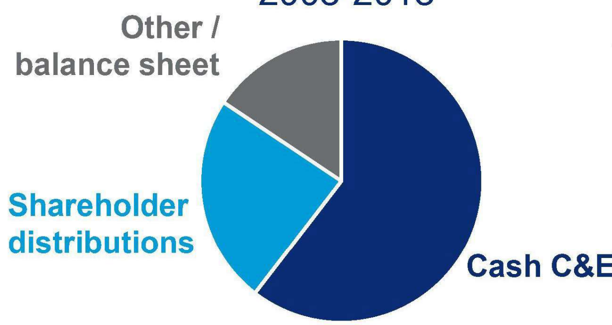
Cash flow uses more balanced

2019-2021, $ billions

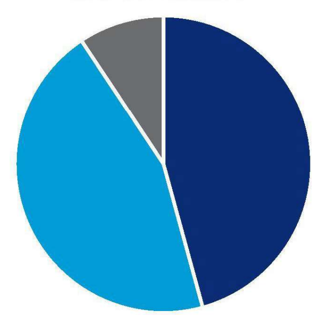
Includes rounding

	2018E	2019	2020	2021	Total Plan Period
Cash from operating activities	**28-29**	**27**	**29**	**31**	**87**
Cash capital	**(13)**	**(13)**	**(14)**	**(16)**	**(43)**
FGP/WPMP co-lending	**0**	**(2)**	**(1)**	**0**	**(4)**
Other*	1	0	1	1	2
B/T Asset sales	2	4	0	0	4
Free cash flow	**18-19**	**15**	**15**	**16**	**47**
Shareholder Distributions (SHD)	(10)	(13)	(14)	(16)	(43)
Total cash flow	**8-9**	**3**	**1**	**1**	**4**

2008-2018



2019-2021



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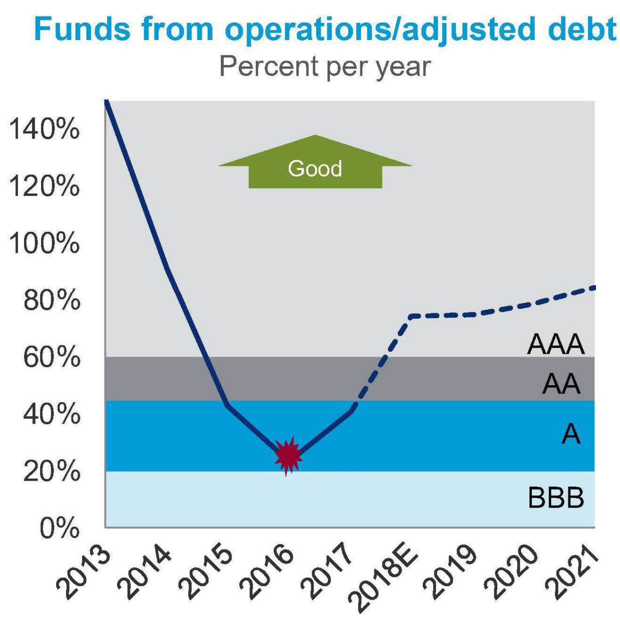
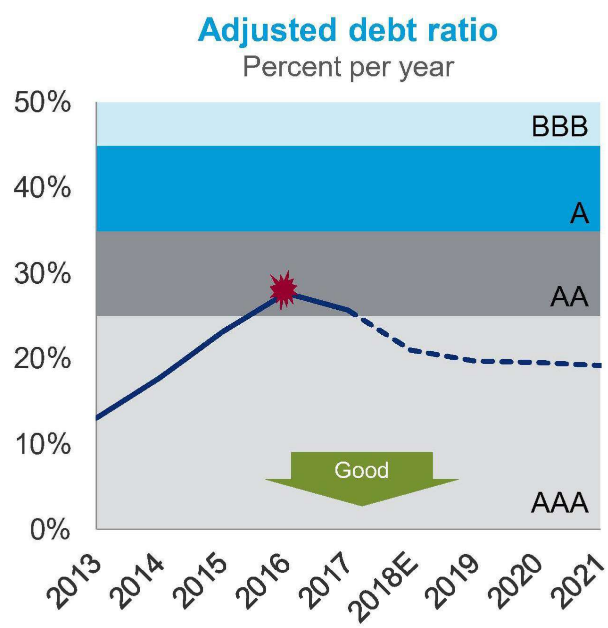
* Includes sales of treasury shares

Credit metrics





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Select risks and uncertainties

- Price
- Asset sales
- Affiliate distributions
- Arrears
- TCO: Project execution and financing

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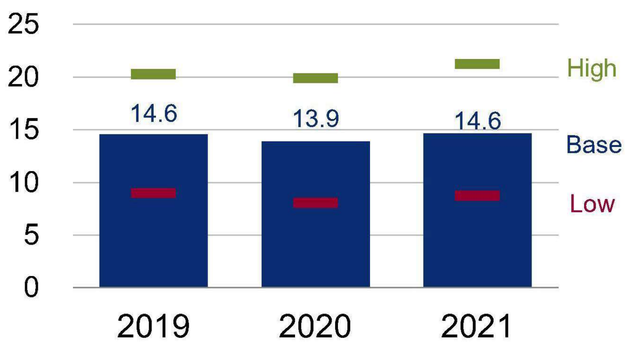
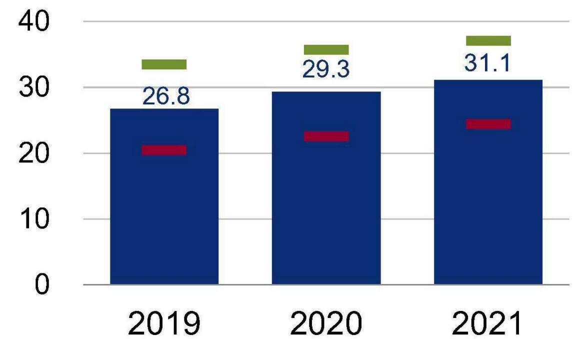
Price sensitivities
$ billions

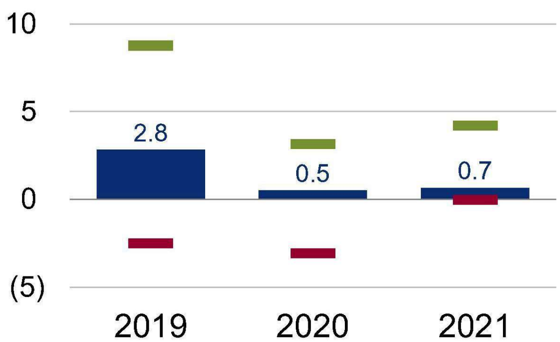
Earnings



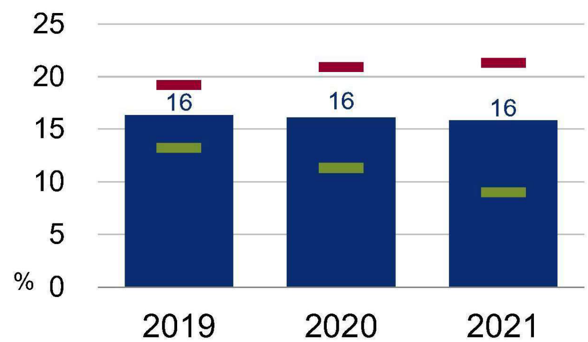
CFOps



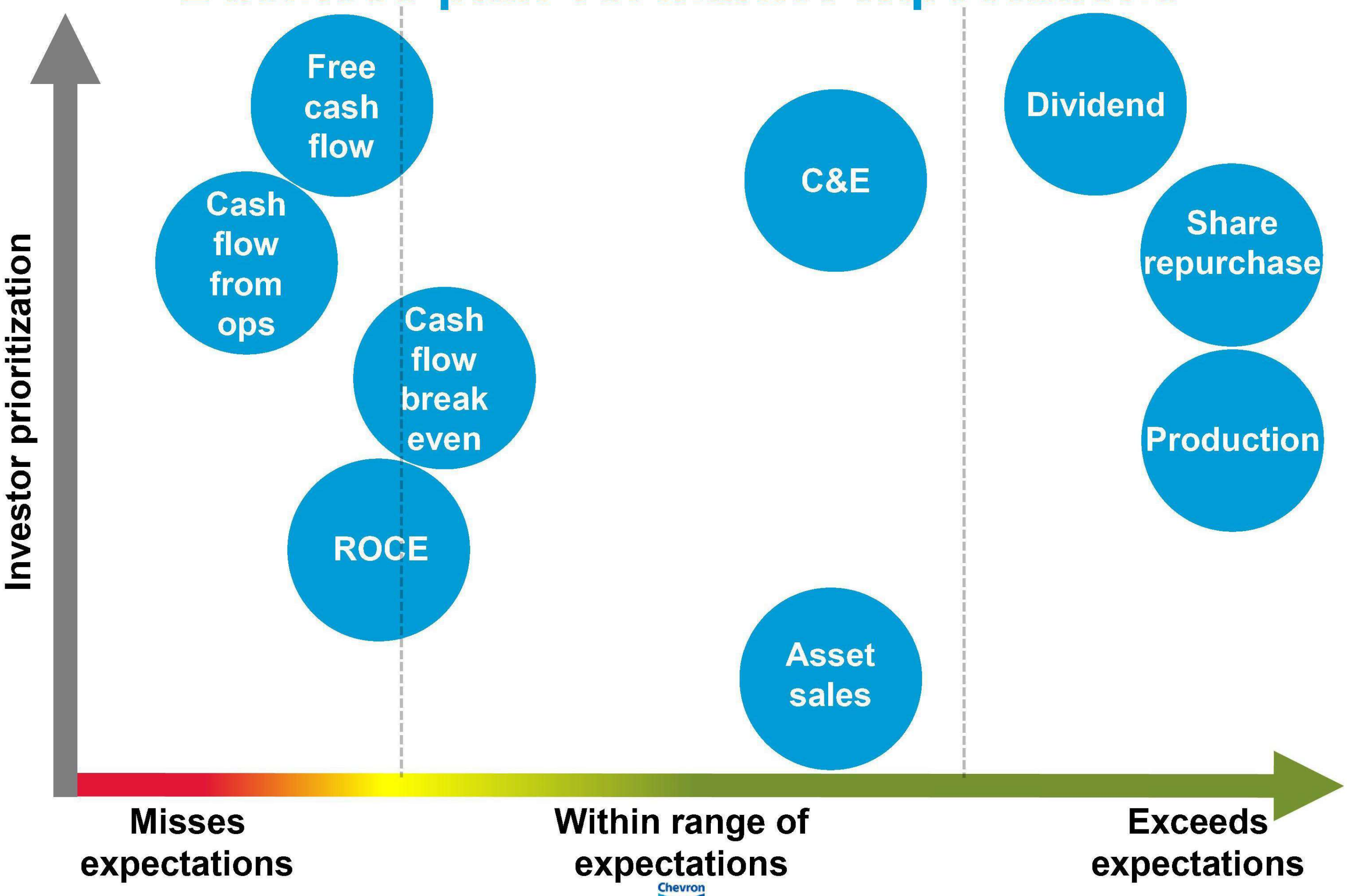
Total cash flow



Debt ratio



Business plan vs. market expectations



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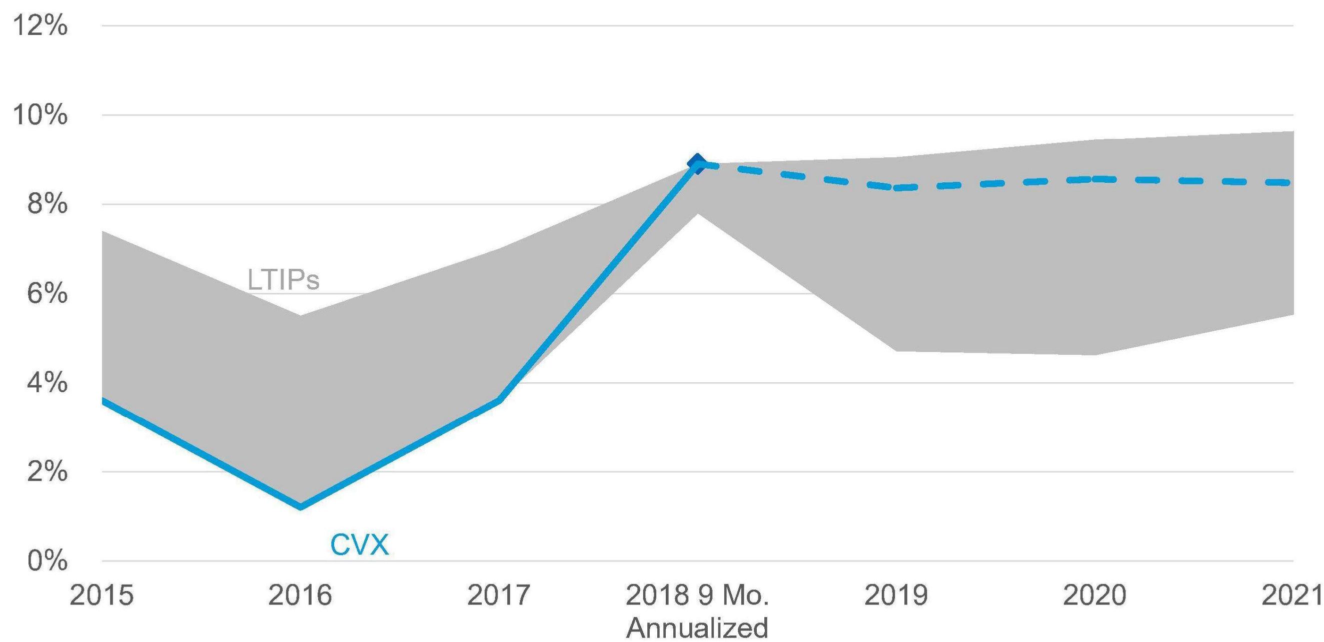
Wood Mackenzie view of ROCE

% per year



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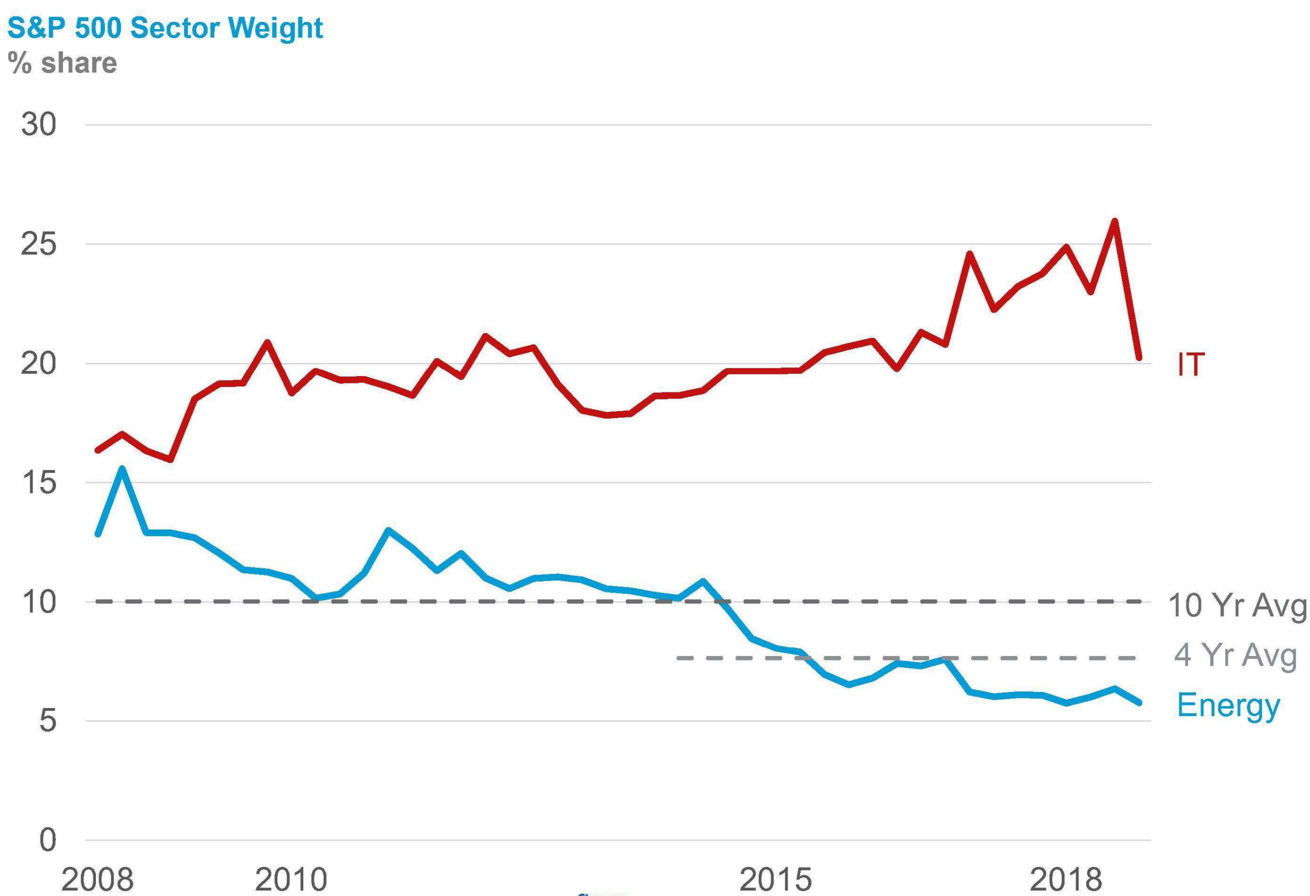
Brent	*52*	*43*	*54*	*71*	*60*	*60*	*60*

We compete against the entire market



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Success helped by

Lowering capital intensity → ✓

Portfolio optimizing efforts → ✓

Improving MCP execution → ✓

Operating efficiencies → ✓

Prioritizing activity → ✓

But still more to do …

6

Financial priorities remain unchanged

Maintain and **grow dividend**	6% increase per share/year
Fund **capital program**	C&E $20-21 billion
Maintain **strong balance sheet**	Debt ratio 16%
Return **surplus cash**	$15 B in share repurchases

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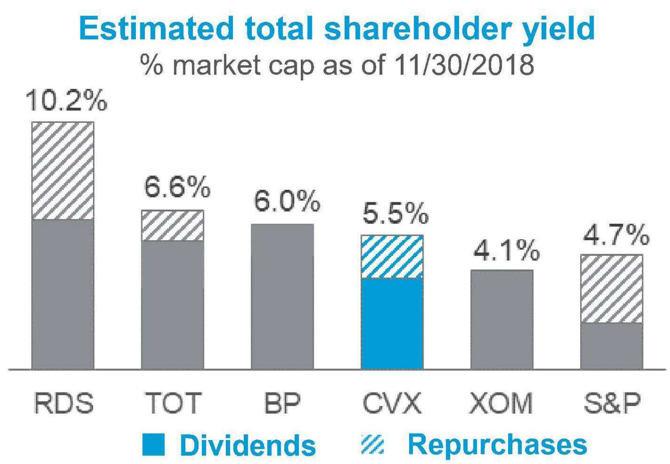

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Chevron
human energy
MCP Update and Upstream Plan
Jay Johnson
Board of Directors
December 5, 2018
First FGP cargo entering Northern Russian Inland Waterway System (St. Petersburg)
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Board of Directors Dec 2018

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2018 planned startups

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Wheatstone

Domestic gas plant startup ongoing

LNG trains running at or above design limit

Big Foot

First oil achieved Nov 21, 2018

First well completed without submersible pump

Finalizing commissioning activities


FGP/WPMP
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Board of Directors Meeting Sept 2018

FGP / WPMP

Overall progress – 46%

Engineering – 80-85%

Fabrication – 54%

- Korea (DSME) – 40%
- Kazakhstan (ERSAI) – 72%
- Italy – 98%

Construction – 20%

Eight pre-assembled racks installed on foundation

Three drilling rigs operating on multi-well pads

Focus on improving productivity

Logistics

All vessels received and system functioning well

3GI Cabling and Injection Plant Islands

Pre-assembled rack modules on foundation

FGP/WPMP focus areas

Engineering

- Engineering quality and productivity impacting fabrication & construction
- Reduced issues for modules being delivered in 2019/20
- Engineering demobilization ongoing

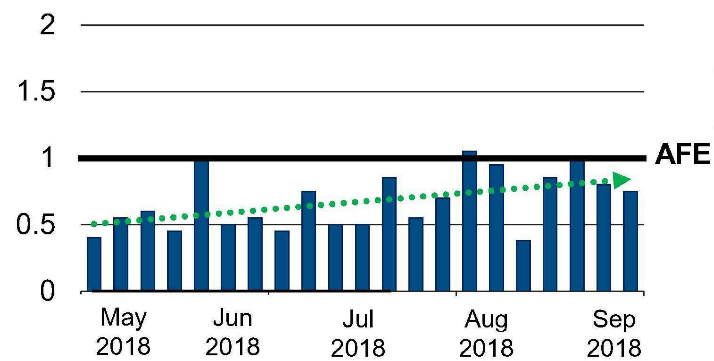
Cost Management

- Contingency use greater than expected
- Targeting efficiency improvements

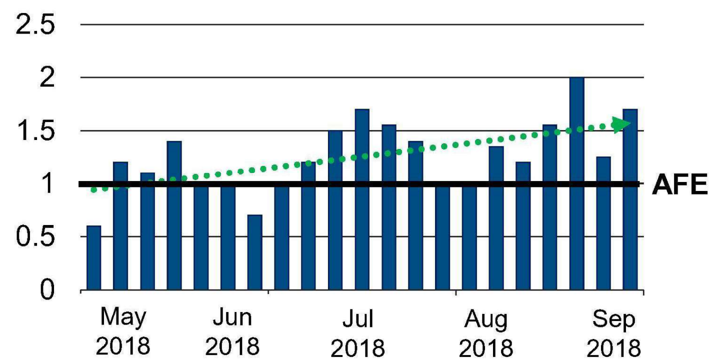
Tengiz Construction and Productivity

- Third Generation Plant (3GP) 15% complete
- Third Generation Injection (3GI) 24% complete
- On-site productivity critical

3GP productivity



3GI productivity



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Discussion

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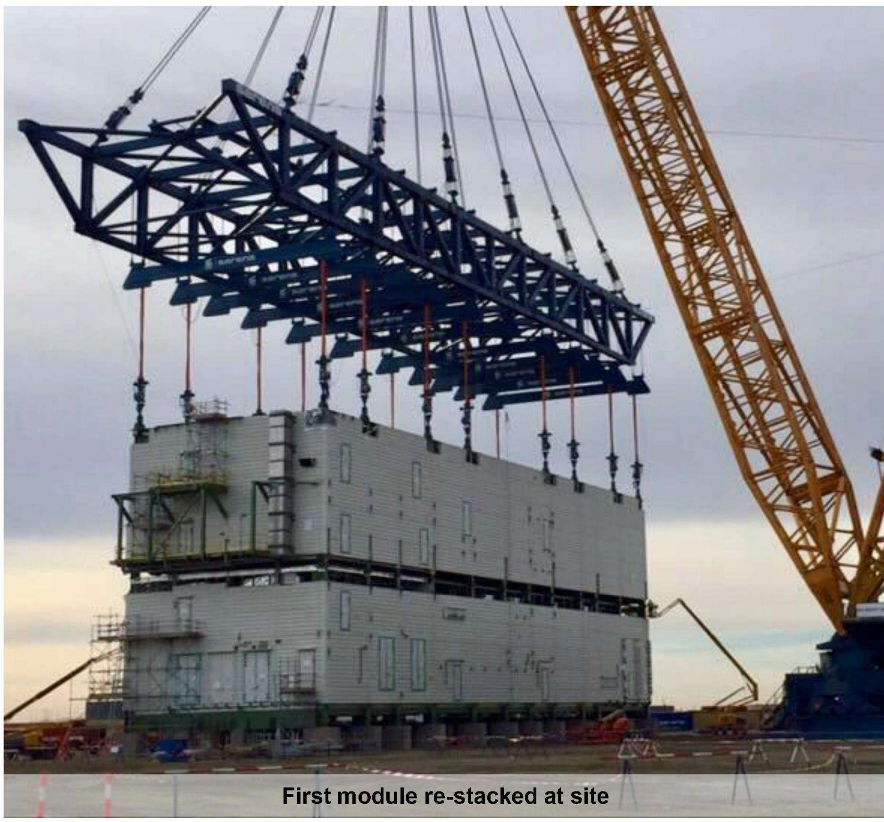
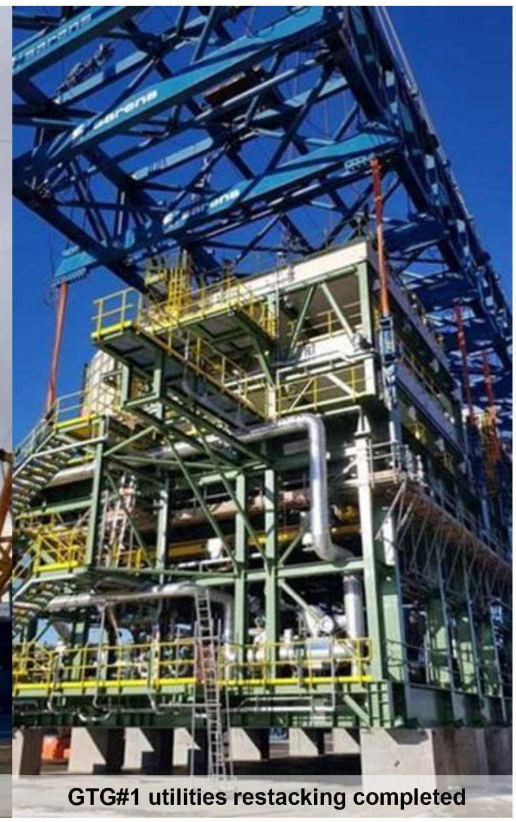


First module re-stacked at site



GTG#1 utilities restacking completed

2019 Upstream business plan outlook

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	2018	2019	2020	2021
Fatalities (#)	0	0	0	0
Serious Injuries (#)*	28	23	21	19
Severe Tier 1 loss of containment (#)	2	0	0	0

Net production (MBOED)	2,912	3,039	3,145	3,304
OPCO Operating expense ($B)	12.8	12.8	12.4	12.3
Unit OPCO operating expense ($/bbl)	12.09	11.56	10.81	10.19
A/T earnings ($B)	15.2	13.7	12.1	12.4
Total C&E expenditures ($B)	17.5	17.2	17.3	17.6
A/T cash flow ($B)	18.6	15.6	12.7	13.7
ROCE (%)	**Redacted – Business Confidential (competitive financial information)**			

*Moved performance measure to Serious Injuries:
- Supports further improvement given TRIR and DAFWR have reached very low rates
- Plan performance measures set to improve on historical actuals: achieving zero significant injuries remains the aspiration

2019 plan reflects improved performance

BP19 relative to BP18 plan (2019-2021 constant price)

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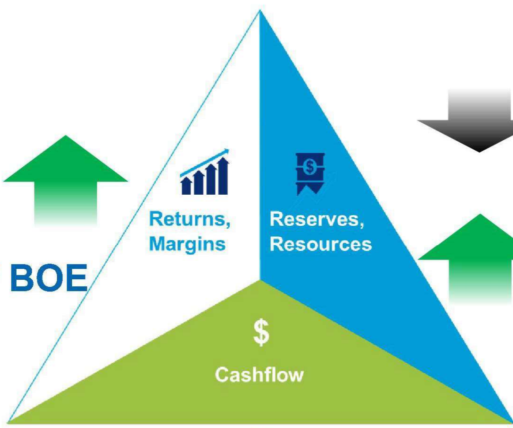
- **Average ROCE** [redacted]
  up from [redacted]
- **Average EPB $11.05 / BOE**
  up from $9.63 / BOE

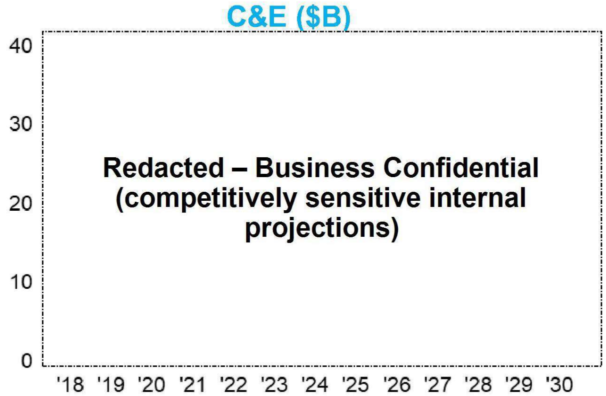


- **Average 1-year Reserve Replacement 97%**
  down from 109%
- **Average 1-year Resource Replacement 59%**
  up from 26%

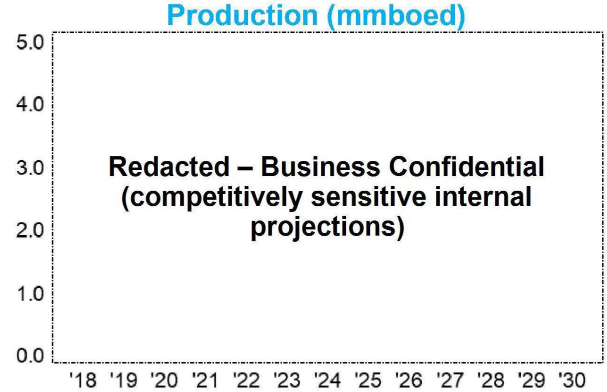
- **Production CAGR 4.4%,** up from 3.1%
- **Cash flow after C&E $42 B,** up by $4 B
- **Average Cash Margin $24.86 / BOE,** down from $25.53 / BOE

2019 plan lowers C&E while increasing production, earnings and cash flow over 2018-2030

C&E ($B)



Production (mmboed)



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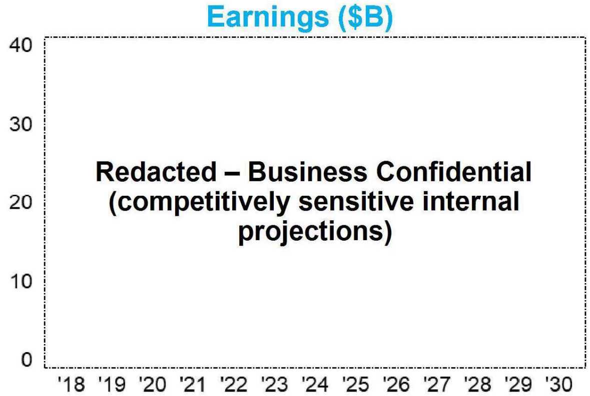
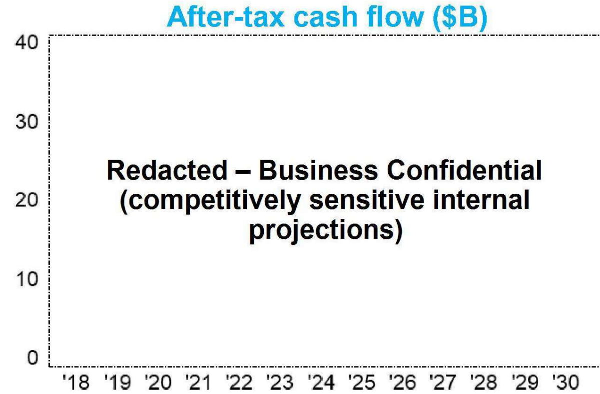
Earnings ($B)



After-tax cash flow ($B)

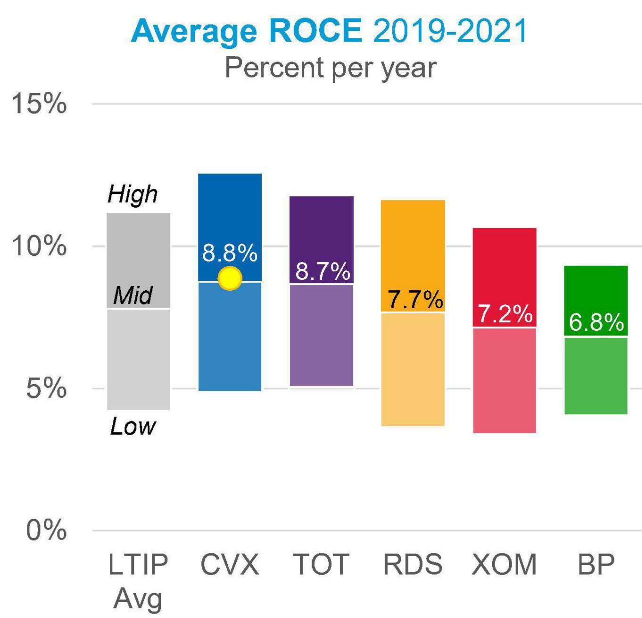


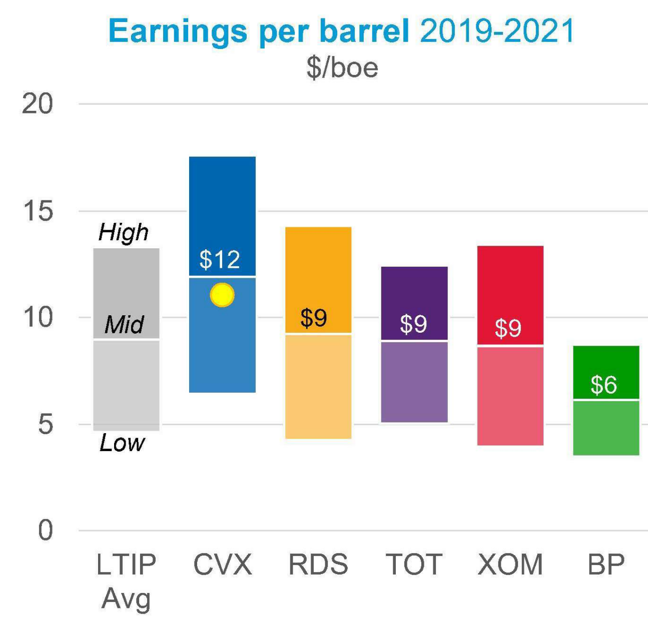
2019, bars — 2018 Plan, line

6

2019 milestones

Upstream competitive performance





Permian digital advantage

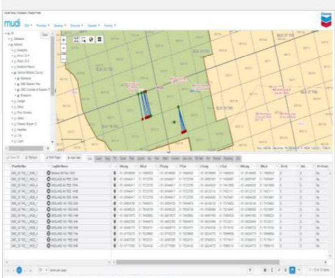
Factory Integrated Tools (FIT)

Integrated suite of tools to enable industry-leading development of unconventional assets

6

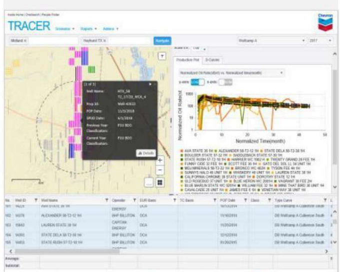
MUDI, ULMS, PROFIT

Advanced data analytics tools to extract value from big data



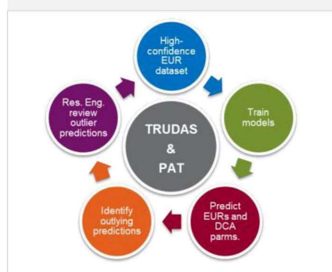
Reserves Tracking (TRACER)

Automates 60% of reserves booking process



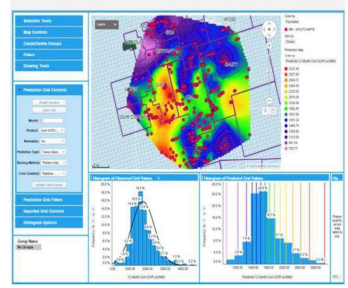
Rapid Decline Curve Analysis (DCA)

Machine learning algorithm enhances EUR predictions



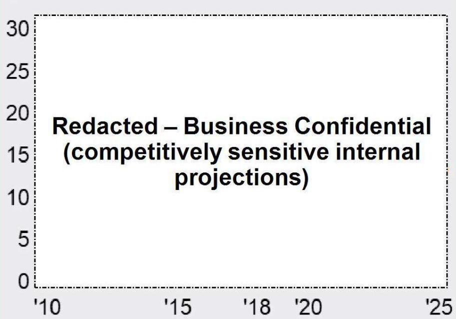
PAT & PadBuilder

Future integration of user-developed tools

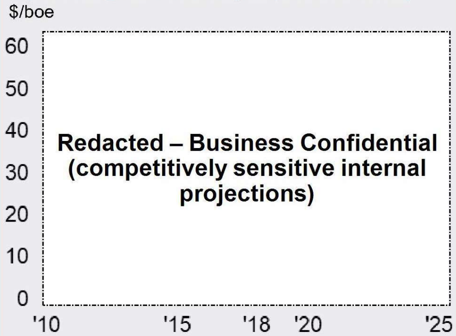


Change the outcome

Earnings per Barrel
$/boe



Operating Cash Margin (before C&E)
$/boe



Deliver the Plan

Defend and expand cash and earnings margins

Offset lower realizations with improved efficiency

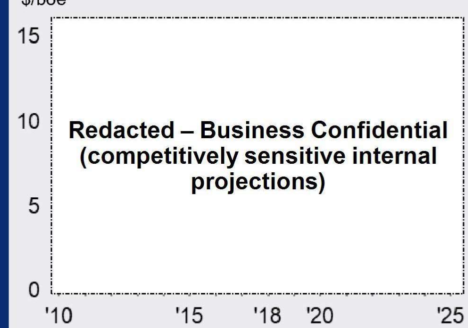
Optimize well factories

Deliver FGP - site productivity

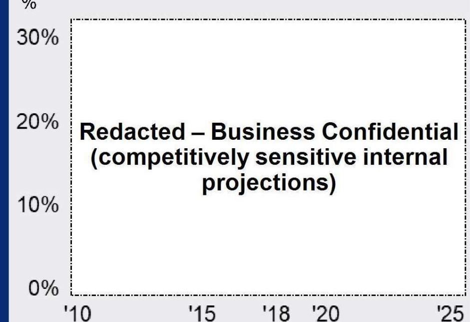
Reload exploration portfolio

Improve MCP design and execution performance

Opex per Barrel
$/boe



ROCE
%



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6

Discussion

Gorgon

MCP summaries – project list and glossary

Selected major capital projects (Chevron C&E >$1B)
Wheatstone
Big Foot
TCO Future Growth / Wellhead Pressure Mgmt.

All figures are Chevron net unless otherwise noted

All charts and EV calculations (NPV, ROR, DPI) reflect proposed 2018 business plan data

Units used in report	
MBOED	Thousands of oil equivalent barrels per day
MBOPD	Thousands of barrels of oil per day
MMSCFD	Millions of standard cubic feet of natural gas per day
BSCFD	Billions of standard cubic feet of natural gas per day
MMBO	Millions of barrels of oil
BCF	Billion cubic feet of natural gas
TCF	Trillion cubic feet of natural gas
MTPA	Million tonnes per annum (LNG)
KTA	Thousand tonnes per annum (Petrochemicals)

Other terms	
EUR	Estimated Ultimate Recovery
DPI	Discounted Profitability Index DPI=1+(NPV/Present Value of Investment)
NPV	Net Present Value (discounted at an annual discount rate of 10%)
FEED	Front End Engineering and Design
FID	Final Investment Decision

6

Wheatstone

Australasia business unit

6

Equity (Facilities):
- Chevron – 64.14%[1] (Operator)
- KUFPEC – 13.40%
- Woodside – 13.00%
- PE Wheatstone Pty – 8.00%
- Kyushu Electric – 1.46%

First Gas:
- 3Q 2017

Resource Info (EV EUR):
- 127 MMBO
- 7.5 TCF

Capital Appropriation:
- $22.4 B

Production Capacity:
- 19 MBOPD
- 1.0 BSCFD
- 191 MBOED

Project Progress:
- 99% complete

Project Milestones & Performance Update
- Train 1 and 2 operating at or above design limits with good reliability
- Achieved "Ready For Start Up" milestone Nov 28

Key Activities in Progress
- Domestic gas startup process

Current Project Challenges/Risks
- Domestic gas schedule slippage

Note: plot data below reflects BP18

C&E ($MM)

Redacted – Business Confidential (competitive financial information)

'17 '18 '19 '20 '21 '22 '23 '24

Production (MBOED)

Redacted – Business Confidential (competitive financial information)

'17 '18 '19 '20 '21 '22 '23 '24

Earnings ($MM)

Redacted – Business Confidential (competitive financial information)

'17 '18 '19 '20 '21 '22 '23 '24

Cash Flow ($MM)

Redacted – Business Confidential (competitive financial information)

'17 '18 '19 '20 '21 '22 '23 '24

[1]Chevron equity in Iago upstream development is 80.17%

Current Forecast	Prior Report	Upcoming Milestones
4Q18	4Q18	First domestic gas production

FEED Forward	Discount Date	EV NPV ($MM)	EV DPI	EV ROR (%)	Price Deck
Original FID AR	Redacted – Business Confidential (competitive financial information)				
Updated					

Big Foot

Deepwater Exploration & Projects

Equity:
- Chevron – 60.0% (Operator)
- Statoil – 27.5%
- Marubeni – 12.5%

First Production:
- 2H 2018

Resource Info (EV EUR):
- 121 MMBO
- 41 BCF

Capital Appropriation:
- $4.2 B

Production Capacity:
- 45 MBOPD
- 15 MMSCFD
- 48 MBOED

Project Status:
- 100% complete

Project Milestones Achieved
- Vessel 'Xanadu' safely demobilized on Oct 15
- Completed Nevada well on Nov 16, 2018
- Well head and choke safety systems commissioned.
- First oil achieved November 21, 2018

Key Activities in Progress
- Nevada drawdown tests over next 30 days
- Completion of the Colorado well (70 to 90 days)

Current Project Challenges/Risks
- Electrical Submersible Pump (ESP) connector failed during Nevada completion
- Teams focused on delivering a solution for the Colorado well

Note: plot data below reflects BP18

C&E ($MM)

Redacted – Business Confidential (competitive financial information)

'17 '18 '19 '20 '21 '22 '23 '24

Production (MBOED)

Redacted – Business Confidential (competitive financial information)

'17 '18 '19 '20 '21 '22 '23 '24

Earnings ($MM)

Redacted – Business Confidential (competitive financial information)

'17 '18 '19 '20 '21 '22 '23 '24

Cash Flow ($MM)

Redacted – Business Confidential (competitive financial information)

'17 '18 '19 '20 '21 '22 '23 '24

Current Forecast	Prior Report	Upcoming Milestones
2H18	2H18	First oil

FEED Forward	Discount Date	EV NPV ($MM)	EV DPI	EV ROR (%)	Price Deck
Original FID AR	**Redacted – Business Confidential (competitive financial information)**				
Updated					

6

Tengizchevroil FGP / WPMP
Eurasia business unit

6

Equity:
- Chevron – 50%
- KazMunaiGas – 20%
- ExxonMobil – 25%
- LukArco – 5%

First Production:
- 2022

Resource Info:
- 897 MMBO
- 747 BCF

Capital Appropriation:
- $18.0 B

Production Capacity:
- 130 MBOPD*

*incremental capacity associated with FGP

Project Status:
- 46% complete

Project Milestones Achieved
- 2018 Sealift successfully completed; 82 items shipped through CaTRo to Tengiz; no Russian inland waterways system issues
- 28 pre-assembled racks (PAR) received in Tengiz; 3 PARs on foundation at Third Generation Plant (3GP); targeting 10-12 PARs on foundation by year-end
- 70 of 81 DSME modules have cut steel; 12 modules have been shipped YTD
- Successfully completed first module restack
- Gas Turbine Generator (GTG) 1 & 2 received in Tengiz; GTG 1 restacked; GTG 2 to restack next
- 48 temporary construction offices, canteens, misc. buildings commissioned and in service

Key Activities in Progress
- Completing detailed engineering
- Fabrication of pipe racks, modules, gas turbine generators
- Productivity management improvement
- Winterizing CaTRo and Northern/Southern Transshipment bases
- Three drilling rigs operating on multi-well pads

Current Project Challenges/Risks
- Cost trends; rate of contingency consumption
- Materials management
- Site productivity

Current Forecast	Prior Report	Upcoming Milestones
1Q19	4Q18	Core substation achieves mechanical completion
4Q18	4Q18	Set 8 pre-assembled rack modules on foundation at 3GP

FEED Forward	Discount Date	EV NPV ($MM)	EV DPI	EV ROR (%)	Price Deck
Original FID AR	Redacted – Business Confidential (competitive financial information) (non-U.S.)				
Updated					

Note: plot data below reflects BP18
(Charts do not include Financing)

C&E ($MM)

Redacted – Business Confidential (competitive financial information)

'17 '18 '19 '20 '21 '22 '23 '24

Production (MBOED)

Redacted – Business Confidential (competitive financial information)

'17 '18 '19 '20 '21 '22 '23 '24

Earnings ($MM)

Redacted – Business Confidential (competitive financial information)

'17 '18 '19 '20 '21 '22 '23 '24

Cash Flow ($MM)

Redacted – Business Confidential (competitive financial information)

'17 '18 '19 '20 '21 '22 '23 '24

Major capital projects summary

Capital appropriation > $1 billion (through October 2018)

6

Projects Under Development	Ownership and Operatorship		Original FID AR	Current AR and Spend		Completion % and Startup Date	Peak Daily Production/ Throughput (Net) (MBOED)	Estimated Ultimate Recovery (Net) (MMBOE)	ROR[1]	DPI[1]
	Equity Interest	Operator		Appropriation	Cumulative Spend					
Wheatstone (Australia)	80.17%	Chevron	2011 - $16.42 B	$22.41 B	$22.89 B	99% - 2017	186	Redacted – Business Confidential (competitive financial information)		
Clair Ridge (U.K.)	19.4%	BP	2011 - $1.22 B	$1.74 B	$1.31 B	82% - 2018	19			
Big Foot (Gulf of Mexico)	60.0%	Chevron	2010 - $2.48 B	$4.22 B	$3.29 B	100% - 2018	31			
FGP/WPMP (Kazakhstan)	50.0%	Chevron	2016 - $18.04 B	$18.04 B	$9.65 B	46% - 2022	326			
Mad Dog 2	15.6%	BP	2017 - $1.54 B	$1.54B	$0.38 B	33% - 2022	14			
Gorgon Stage 2	47.30%	Chevron	2018 - $1.52 B	$1.52B	$0.05 B	6% - 2022	55			

Projects in Operation	Ownership and Operatorship		Original FID AR	Current AR and Spend		Startup Date	Peak Daily Production/ Throughput (Net) (MBOED)	Estimated Ultimate Recovery (Net) (MMBOE)	ROR[1]	DPI[1]
	Equity Interest	Operator		Appropriation	Cumulative Spend					
Gorgon (Australia)	47.3%	Chevron	2009 - $15.50 B	$27.88 B	$27.6 B	1Q16	226	Redacted – Business Confidential (competitive financial information)		
Jack & St. Malo Stage 2 (Gulf of Mexico)	50 - 51%	Chevron	2015 - $1.11 B	$1.10 B	$0.71 B	3Q16	18			
Mafumeira Sul (Angola)	39.2%	Chevron	2012 - $2.20 B	$2.70 B	$2.50 B	1Q17	17			
Hebron (Canada)	29.6%	ExxonMobil	2012 - $2.46 B	$2.81 B	$2.78 B	4Q17	45			
Stampede (Gulf of Mexico)	25.0%	Hess	2014 - $1.48 B	$1.63 B	$1.16 B	1Q18	13			

[1] ROR and DPI for Upstream MCPs based on Dec 2017 Investment Price Guidance (Expected Value FEED Forward) except as noted

FID = Final Investment Decision

AR=Appropriations Request
MBOED = Thousands of Oil Equivalent Barrels/Day
MMBOE = Millions of Oil Equivalent Barrels

Chevron

human energy®

Downstream & Chemicals Plan

Pierre Breber

Board of Directors
December 5, 2018

Chevron Phillips Chemical USGC Petrochemicals Project

2019 business plan outlook

6

	2018 estimate[4]	2019	2020	2021
Fatalities (#)	0	0	0	0
Serious Injuries (#)[1]	3	4	3	3
Severe Tier 1 Loss of Containment (#)	0	0	0	0
Tier 1 + tier 2 loss of containment incidents (#)	6 + 9	20	18	16
Utilization (%)[2]	84.5%	86.7%	85.9%	85.7%
A/T earnings ($B)	3.6	3.9	4.6	4.8
ROCE (%)	15.6%	16.7%	18.8%	18.8%
Operating expense[3] ($B)	6.3	6.3	6.4	6.3
Total C&E expenditures ($B)	2.1	2.8	2.6	3.3
A/T cash flow ($B)	3.4	2.1	3.6	3.4

[1] Moved performance measure to Serious Injuries:
- Supports further improvement given TRIR and DAFWR have reached very low rates
- Plan performance measures set to improve on historical actuals: achieving zero significant injuries remains the aspiration

[2] Operated and JV refineries
[3] Excludes fuel & utilities, transportation and credit card fees
[4] YTD actuals for Fatalities, SIF, LOCs and Utilization

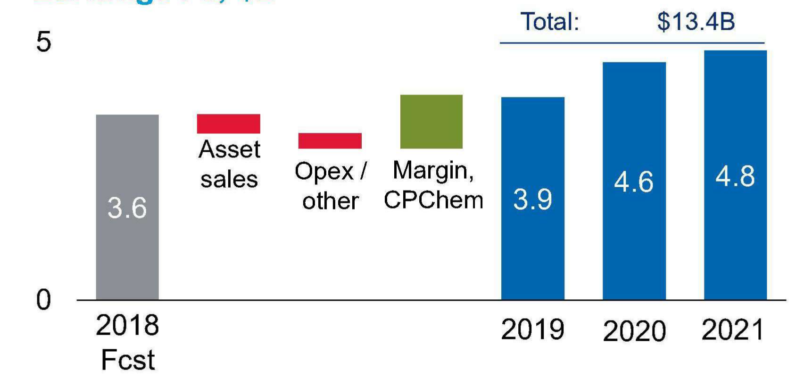
Earnings and Opex

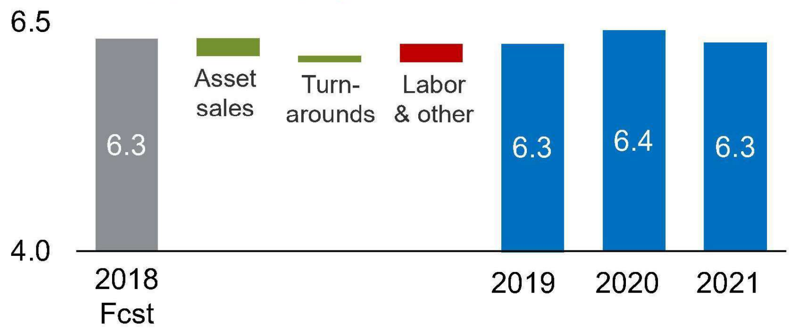
Sale of South Africa R&M

USGC petrochemicals project at full capacity

Stronger margin environment

Turnaround activity varies





*Excludes fuel & utilities, transportation and credit card fees

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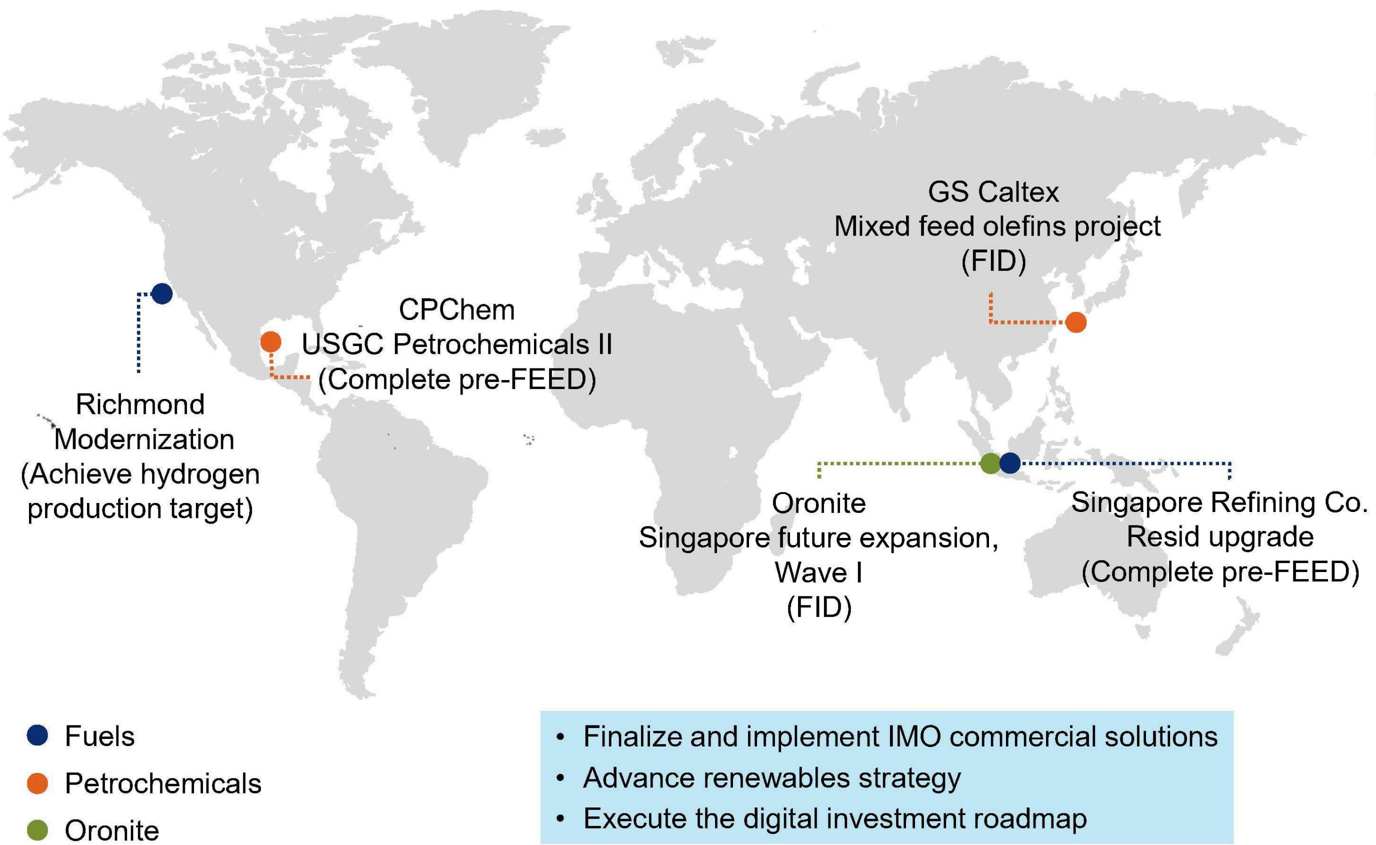
2019 milestones



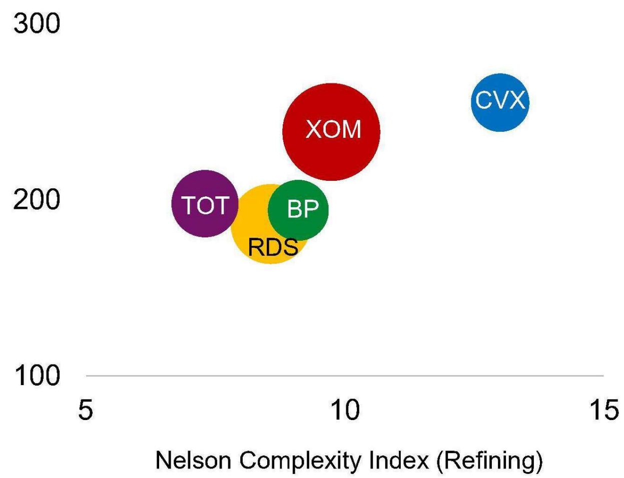
- Finalize and implement IMO commercial solutions
- Advance renewables strategy
- Execute the digital investment roadmap

International Maritime Organization

CVX global refining system configured to benefit from IMO 2020

Refining complexity

Average crude capacity MBD

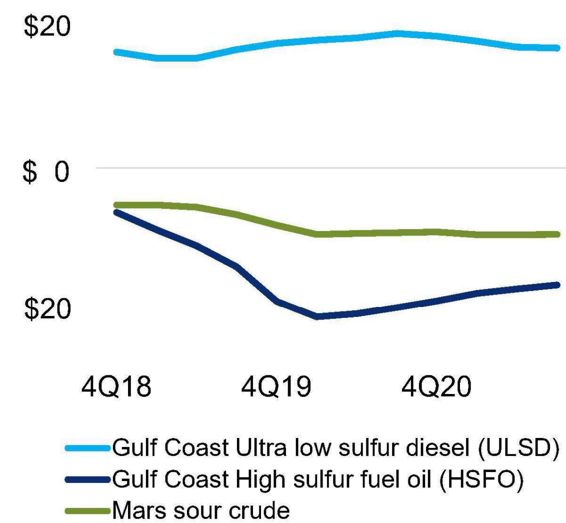


Circle size indicates sum of refining distillation capacity

Expected downstream earnings impact $800MM in 2020

Forward price spreads to Brent crude

$ per barrel



Source: Oil and Gas Journal, Platts

Retail, lubricants and additives

Americas Products

On track for ~400 branded sites in Mexico by 2020

Targeting ~75 ExtraMile c-stores per year

International Products

Targeting ~200 branded sites in SE Asia by 2021

6% annual fuels volume growth through 2021

Lubricants & Additives

Oronite China blending & shipping plant start-up 2021

Delo factory fill in 85% of new North America trucks

Renewables

Current blending

Brazilian sugarcane ethanol

Renewable diesel (R99) commercial sales

Biodiesel (B5-B20) terminal blending

Renewable natural gas

Dairy methane capture

RNG fleet contracts

Due diligence for equity investment

Renewable liquids

El Segundo Co-processing

Renewable diesel production

Novvi renewable base oil plant expansion

novvi™

Digital delivery

6

Refinery & Plant Operations

Analytics, Digital Tools

Improve maintenance

Optimize plant production and monitor performance

Terminal & Operations

Artificial intelligence

Improve price / demand forecasting

Next generation procurement systems

Retail, Sales & Marketing

Mobile pay, Machine learning

Enhance customer interactions, improve brand image

Enrich customer / business partner experience

Finance

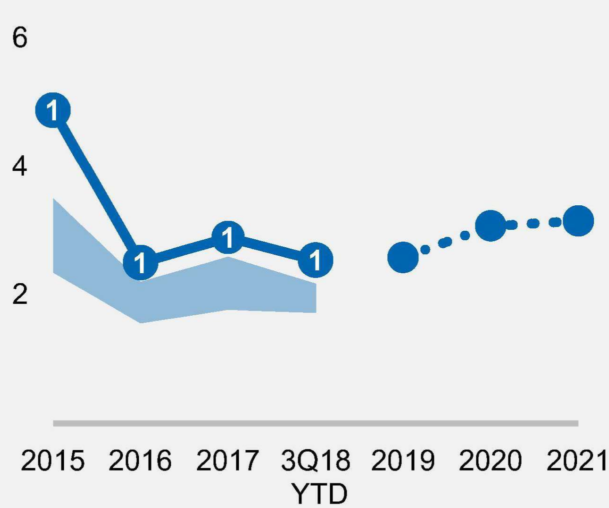
Analytics

Inventory and accounts receivable

Cost management

Competitive performance

Adjusted Earnings, $/Bbl



Competitor range: XOM, BP, RDS

CVX rank relative to competitors, downstream excluding chemicals

Adjusted ROCE

Redacted – Business Confidential (competitive financial information)

2015 2016 2017 3Q18 YTD 2019 2020 2021

Competitor range: XOM, BP, TOT, RDS

CVX rank relative to competitors

Plan priorities and challenges

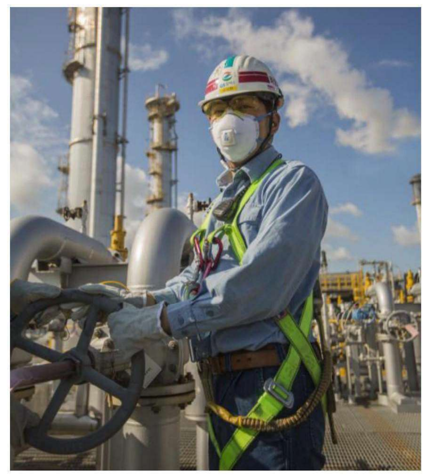
6

Prevent serious incidents

Operate reliably

Grow margins across the value chain

Execute capital projects



Winning Formula	Raise Performance	Extend our Platform

Chevron acquisition opportunity –

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Redacted – Business Confidential (sensitive competitive information)

CPChem acquisition opportunity –

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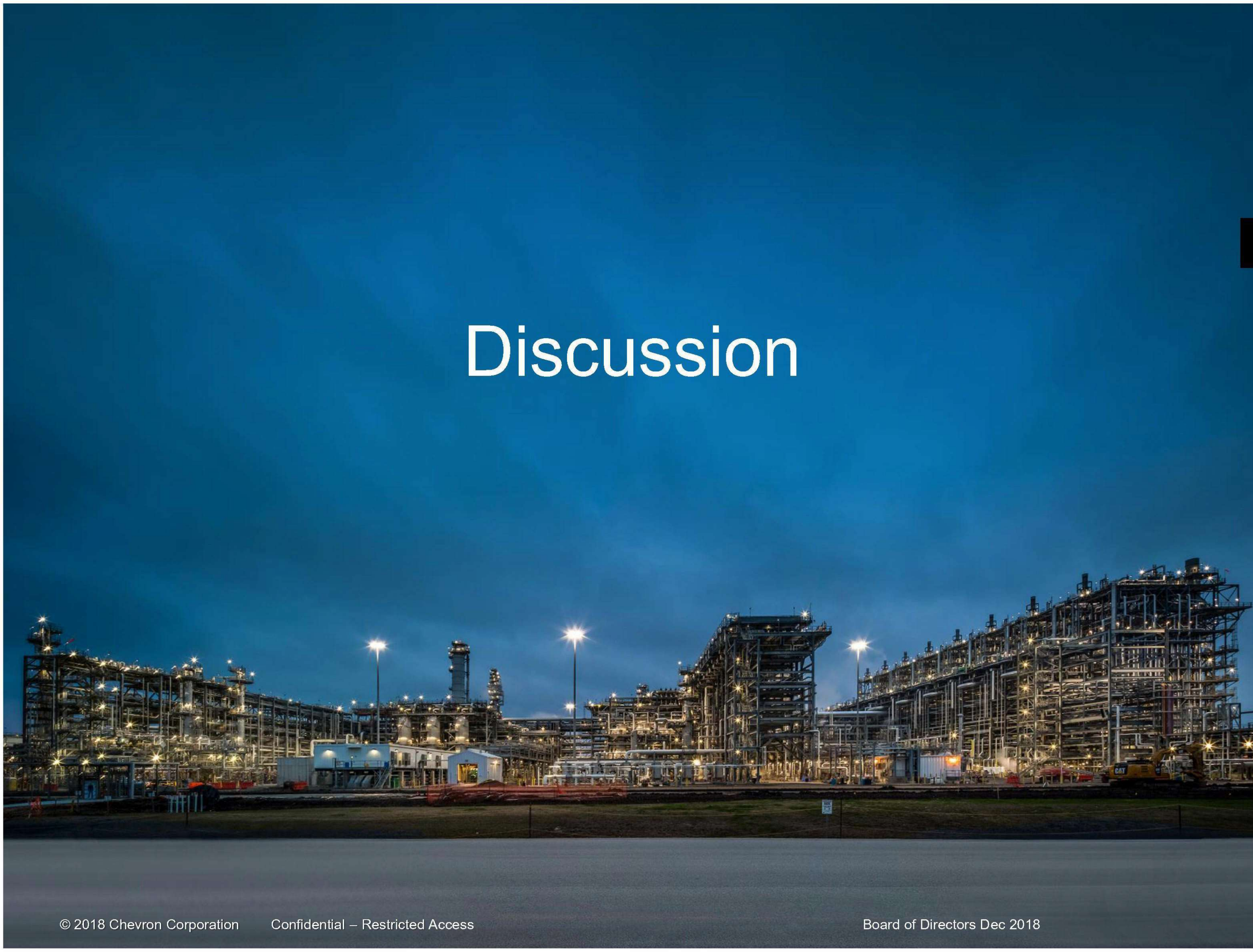
Discussion
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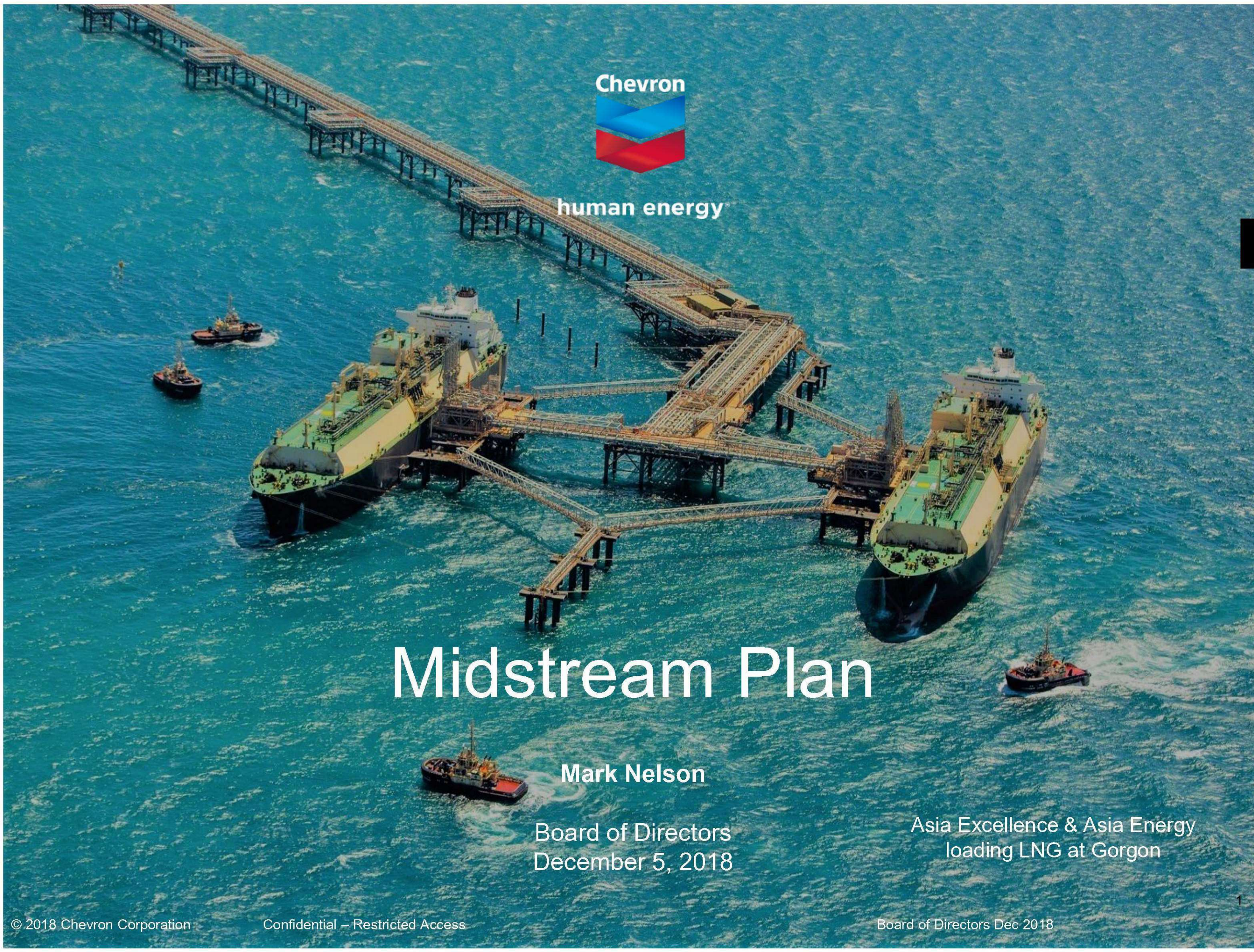
Board of Directors Dec 2018


Chevron
human energy
Midstream Plan
Mark Nelson
Board of Directors
December 5, 2018
Asia Excellence & Asia Energy
loading LNG at Gorgon
1
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6

2019 business plan key opportunities

6

Permian	Australia LNG	TCO	IMO 2020
			
Optimize all streams	**Maximize value**	**Enable FGP**	**Prepare for scenarios**
Takeaway options Integrated placement Maximize realizations	Price reviews Incremental term contracts	Power generation Marine logistics	New customers for high sulfur fuel oil Profit generating opportunities

2019 business plan outlook

6

Key metrics	2018 estimate	2019	2020	2021
Fatalities (#)	0	0	0	0
Serious injuries (#)*	0	1	1	1
Severe Tier 1 loss of containment (#)	0	0	0	0
Oil spills (bbl)	0	80	80	80
Earnings ($MM)	575	578	617	614
Cash flow ($MM)	577	510	702	700
Operating expense (Corp) ($MM)	3,118	3,465	3,574	3,686
C&E expenditures ($MM)	66	71	58	65

* Moved performance measure to Serious Injuries:
- Supports further improvement given TRIR and DAFWR have reached very low rates
- Plan performance measures set to improve on historical actuals: achieving zero significant injuries remains the aspiration

Earnings and Opex

Earnings driven by:

Higher shipping rates

Expiring cogen agreements

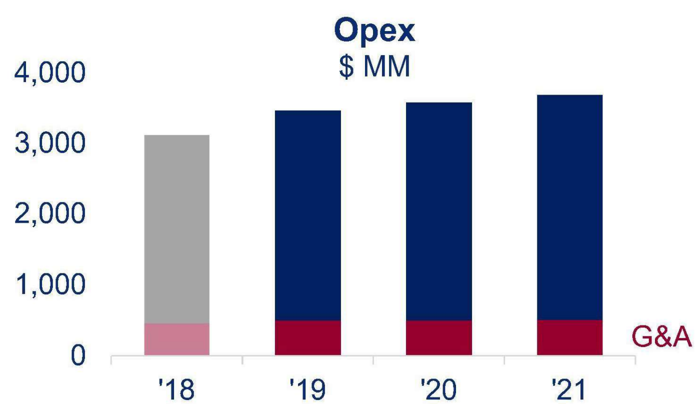
Permian growth with lower differentials

Opex driven by:

Slightly declining G&A

Digital efficiencies

Growing transportation and fuel costs



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Digital initiatives

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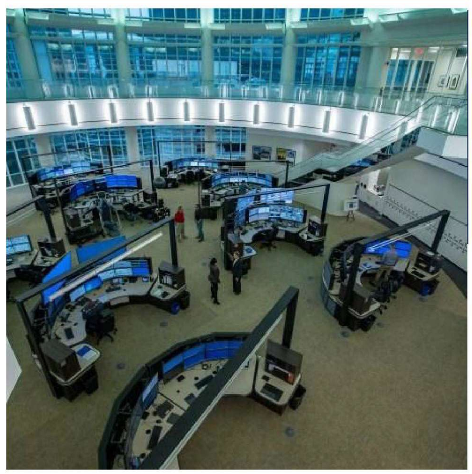
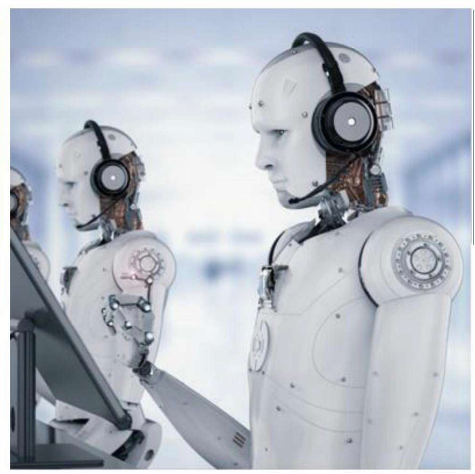
Blockchain	Pipeline Control Center	Robotic Process Automation
		

2019 keys to success

Value chain mentality maximizes results	Functional excellence drives competitiveness
	
Permian all-in margins *(1st quartile)* Australia LNG all-in margins *(1st quartile)* Crude selection benchmark *(1st quartile)*	Zero serious incidents *(0)* Shipping earnings vs. market *(110% of competition)* Turbine reliability *(90%)* Pipeline cost per barrel *(1st quartile)*

6

Key benchmarks

Discussion

6

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CORPORATE SCORECARD PERFORMANCE MEASURE: GHG Metric

Greenhouse Gas (GHG) Emissions Background

Chevron reports GHG emissions on two different bases: equity and operational control. Equity basis reporting reflects emissions adjusted for percent of ownership in assets. Operational basis reporting includes emissions from Chevron operated assets. Both bases of reporting include direct emissions (Scope 1), indirect emissions from imported steam and electricity (Scope 2), and emissions related to the use of our products (Scope 3). *See Chart 1.* Scope 2 and 3 emissions are another emitter's Scope 1 emissions. Emissions from large international oil companies are approximately 10-20% Scope 1, l-2% Scope 2 and 80-90% Scope 3.

Chevron's reporting is based on regulatory reporting guidelines for approximately 60% of our scope 1 and 2 emissions. Where no regulatory guidelines exist, reporting is consistent with industry guidelines. The split of Chevron's Scope 1 and 2 emissions by segment is approximately 60% upstream and 40% downstream. *See Chart 1.* About 90-95% of Chevron's Scope 1 and 2 emissions are carbon dioxide and 5-10% are methane. Fugitive emissions and flaring each represent ~1/2 of our methane emissions. *See Chart 2.*

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Chart 1: GHG reporting (2017)

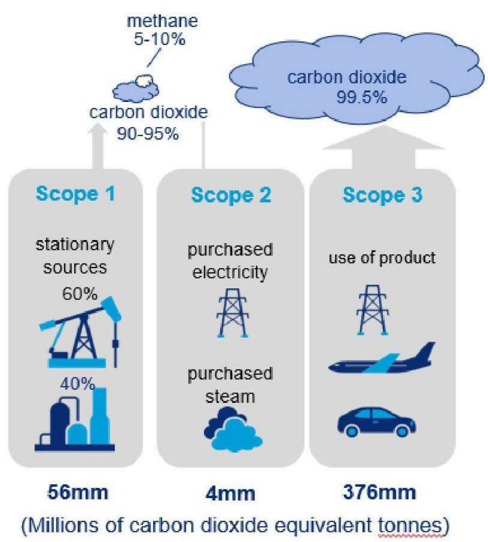
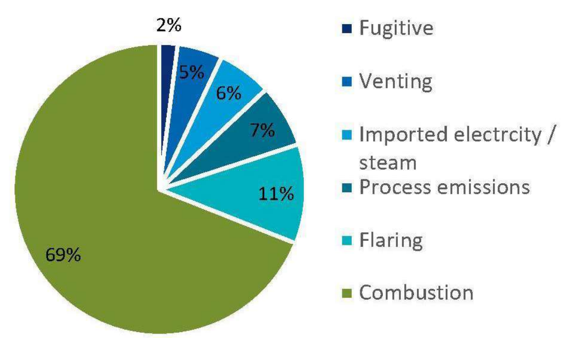


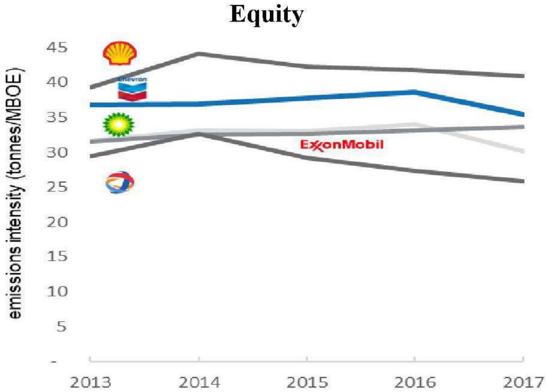
Chart 2: Scope 1 & 2 category breakdown

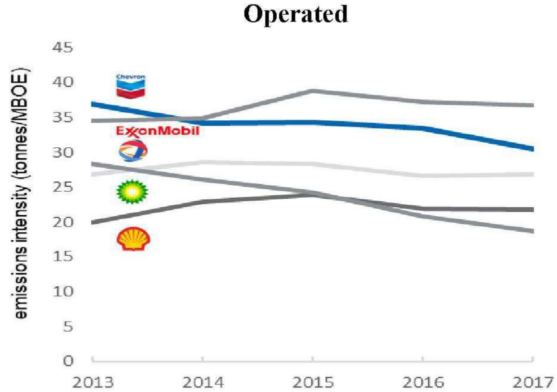


Current Performance

Chevron's performance on GHG, Flaring and Methane intensity is shown in charts 3 and 4.

Chart 3: Upstream GHG intensity





Source: Global Benchmarking Group, Total's Scope 2 emissions estimated based on ratio of other LTIP peers Scope 1 to Scope 2

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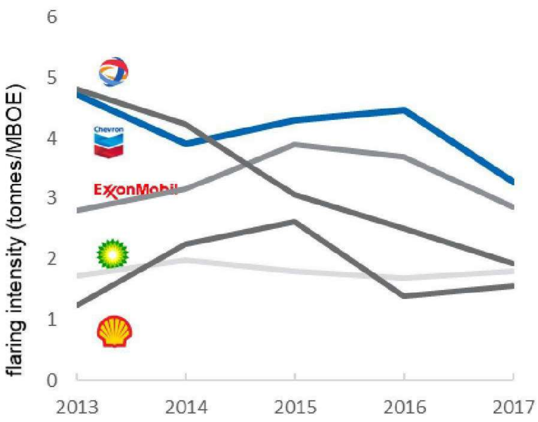
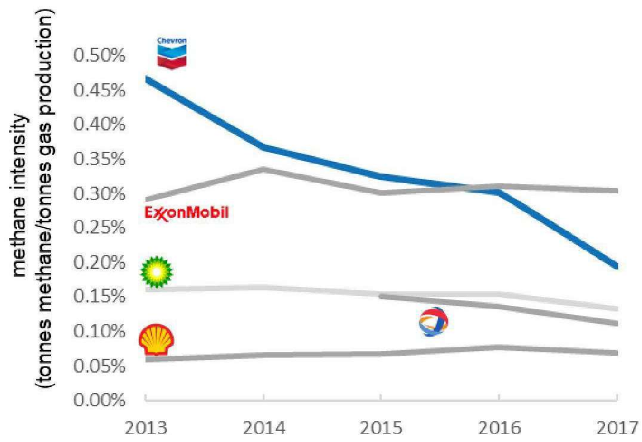
Chart 4: Upstream operated flaring and methane intensity

Operated flaring intensity



Source: Global Benchmarking Group, Note: equity data not available

Operated methane intensity



Source: Global Benchmarking Group, Note: equity data and Total data for 2013-14 are not available. This chart uses total gas production as a denominator while the OGCI metric of 0.20-0.25% uses marketed gas.

Performance Measure Proposal

In recent years, LTIP peers have disclosed GHG related metrics and some have cited climate-related performance in assessing annual performance and compensation *See Chart 5*. Investors increasingly request climate-related metrics. The Task Force for Climate Related Financial Disclosures (TCFD) recommends "Metrics" as part of company disclosures.

Chart 5: LTIP Peer and OGCI Disclosed GHG metrics

Co.	operated /equity	GHG measure (Scope 1 and may include 2)	Flaring (Upstream, Scope 1)	Methane (Upstream, Scope 1)	"Lifecycle basis" (including Scope 3)
Chevron	E		25-30% intensity reduction from 2016-2023	20-25% intensity reduction 2016-2023	
ExxonMobil	O		25% reduction from 2016-2020	15% reduction from 2016-2020	
TOTAL	O	energy efficiency improvement by 1%/year on average from 2010-2020	zero routine flaring by 2030		15-35% reduction 2015-2030 depending on policies and technology
bp	O	3.5mm MT reduction from 2015-2025, no operational emissions growth	zero routine flaring by 2030	0.2% methane intensity for where gas goes to market across its oil and gas operations	
	O		zero routine flaring by 2030		20% reduction by 2035; 50% by 2050 (in line with society)
OGCI			zero routine flaring by 2030	reduction to 0.20-0.25% methane intensity for gas sold by 2025	

Source: company disclosures

CORPORATE SCORECARD PERFORMANCE MEASURE: GHG Metric

Chevron has disclosed GHG emission data in its Corporate Responsibility Report since 2002. In 2017 and 2018 the data was also included in our climate change reports. ***We are now proposing two external equity-based intensity reduction metrics for the 2016-2023 time period: upstream flaring intensity reduction of 25-30% and methane intensity reduction of 20-25%.***

We propose the metrics be disclosed externally and converted to an annual internal performance objective included on the Corporate CIP Scorecard beginning in 2019. We also propose using an annual GHG intensity performance metric internally in preparation for potential external disclosure by asset class in future years.

The proposed performance measure is in line with LTIP peer actions and collective metrics under the Oil and Gas Climate Initiative (OGCI). No LTIP peer discloses how their metrics are included in their scorecard, but many LTIP peers have cited climate-related performance categories and results in assessing annual performance and compensation.

7

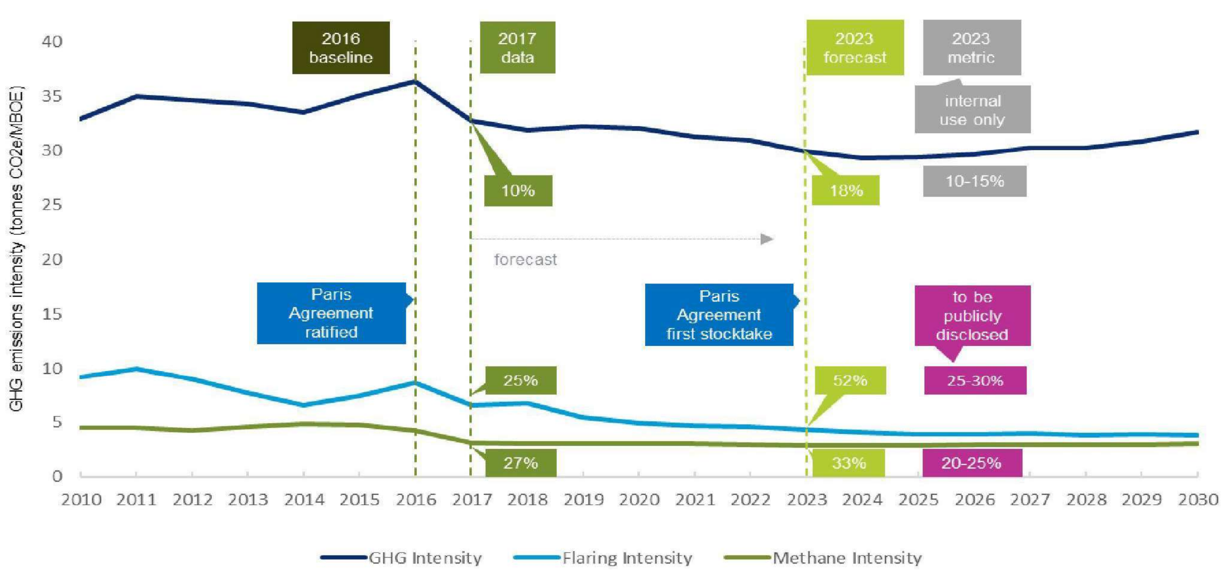
Performance Measure Development

Category: GHG is an overarching category of emissions including carbon dioxide, methane and other gases and includes GHG emissions from activities like flaring. GHG, flaring, methane, and "lifecycle basis" (including Scope 3) as well as upstream and downstream metrics were considered before selecting upstream flaring and methane intensity as the proposed metrics. Establishing a metric for methane focuses on the GHG we emit with highest global warming potential. Downstream performance has been traditionally measured on an energy use or complexity basis. Both flaring and methane reduction metrics are supportive of collective commitments made within the OGCI which we joined in September.

Basis: Absolute, intensity, operated and equity were considered for the basis of the metric. Absolute emissions could be inconsistent with production growth or acquisitions while intensity allows cross-company and cross-industry comparison by normalizing emissions on a per production unit basis. An equity basis aligns with how we account for production, hence we propose establishing the metrics on that basis.

Metric: The proposed metrics were developed in alignment with the business plan. First, we analyzed the historical emissions intensity by asset and identified assets with the largest intensity emissions variation. Next, we looked at production forecasts and coupled them with the emissions intensities to forecast GHG emissions, flaring, and methane intensity. *See Chart 6.* Reductions in flaring also generate reductions in methane, which is a byproduct of activities like flaring or fugitive releases; further, reductions in flaring also generate GHG reductions, as methane is a GHG. The ongoing Marginal Abatement Cost Curve initiative will identify opportunities to reduce GHG emissions, including the potential for mitigating the forecasted intensity increase in future years.

Chart 6: CVX GHG, flaring, methane intensity data historical & forecast



CORPORATE SCORECARD PERFORMANCE MEASURE: GHG Metric

Timeline: Assigning 2016 as the baseline year aligns with the year the Paris Agreement was ratified and came into force. Designating 2023 as the end measurement year also aligns with the Paris Agreement, which calls for the first global emissions "stocktake" in 2023 and every 5 years, thereafter.

Implementation

In 2019, the two proposed metrics would be added to the Corporate CIP Scorecard within the Health, Environmental & Safety (HES) performance category. No annual external objective will be disclosed but the longer term metrics of flaring intensity reduction of 25-30% and methane intensity reduction of 20-25% from 2016-2023 will be shared externally. Selected commentary will be disclosed externally in Chevron's 2020 Proxy Statement by indicating whether flaring and methane intensity reductions were achieved. *See Appendix A.*

Engagement plans

7

Goals: We have three primary goals with engagements related to a GHG performance measure:

1. Position Chevron as a thoughtful and innovative participant in the energy transition discussion.
2. Externally, lead constructive dialogue with key stakeholders to foster continued confidence in Chevron.
3. Internally, create and sustain a strategic approach to reliable, affordable, and cleaner energy supply while informing the workforce of actions.

External pressure regarding a potential performance measure began to rise in 2016 and intensified in 2018 with the finalization of the TCFD's recommendations. In addition, proxy advisory firms and rater/rankers frequently inquire about Chevron's approach to GHG metrics. In late 2018 our engagement team signaled the future development of a metric. Follow-up engagements with investors, proxy advisory firms, raters/rankers, and other stakeholders will occur in 2019 after the publication of an updated Climate Change Resilience Report.

Appendix A: Management Compensation Committee GHG Performance Measure Supplement

7

In 2019, a proposed "GHG management" performance measure for an emissions reduction objective expressed as a flaring and methane intensity reduction would be added to the Corporate CIP Scorecard within the Health, Environmental & Safety (HES) performance category. Selected results will be disclosed externally in Chevron's 2020 Proxy Statement to indicate whether flaring and methane intensity reductions were achieved. A mock-up is shown below using a draft of the 2019 Scorecard:

Sample internal CIP Scorecard (for illustrative purposes only)

Category	Weight	Performance Measures		2019 Plan (not publicly disclosed)	Raw Score (0.00 - 2.00)	Weighted Score
Financials	40%	Earnings		$14.6 Billion Earnings (absolute and normalized) Top-tier performance vs. peers (indexed adjusted EPS)		
		Cash flow		$26.8 Billion Cash from Operating Activities (absolute and normalized)		
		Divestiture Proceeds		$5-10 Billion (2018-20); $3.6 Billion in 2019		
Capital Management	30%	Return on capital employed		8.0% / Improve position vs. peers		
		Total capital & exploratory expenditures		$20.0 Billion organic		
		Major Milestones	Gorgon	Gorgon CO_2 injection online in 1Q19		
			FGP / WPMP	TCO: Control & Power - Core substation energized in 3Q19 FGP 2019 cumulative productivity > 1.0 Gathering System - High Pressure early oil online in 3Q19		
			Permian	Company-operated (COOP) average development cost < $X.XX/boe		
			Asia Petrochemicals	Complete FID for GS Caltex Olefins project in 1Q19		
Operating Performance	15%	Net production, excluding impact of divestments		Range TBD; X,XXX to X,XXX MBOED (FYI - Plan = 3,039 MBOED)		
		Non-fuel operating expenses + selling, general and administrative expenses		$23.4 Billion		
		Refining utilization, including joint ventures and affiliates		86.7%		
Health, Environmental & Safety	**15%**	Personal safety		Zero fatalities; SIF ≤ 29; top-tier performance vs. peers		
		Process safety and environmental		Zero Severe Tier 1 LOC incidents; Tier 1 + 2 LOC incidents ≤ 69; Spill volume (to land & water) ≤1.0 Mbbl		
		GHG management		**Reduce flaring intensity by 5% and methane intensity by 4% in 2019 (vs. 2016)**		
					Corporate Performance Range	

Sample CIP Scorecard (Proxy) view (for illustrative purposes only)

Health, Environmental & Safety	**15%**	Personal safety		
		Process safety and environmental		
		GHG management	**Achieved flaring and methane intensity reductions**	●

The same assessment framework will be applied as with other measures in the Corporate CIP Scorecard. To determine the annual Corporate Performance Rating, a raw score range is assigned based on Chevron's performance compared against business plan objectives. This raw score can range from zero (reflecting very poor performance) to two (reflecting outstanding performance) for each category. Category weights are then applied to the raw score ranges to determine the overall rating range. The Management Compensation Committee (MCC) may apply discretion when assessing overall performance against plan objectives and relative to competitors. Specifically, the annual GHG management performance would be considered in combination with the results for all other approved HES performance measures to determine a raw score range for the HES category. The approved category weight (*e.g.*, 15% in 2018) will then be applied to this range to determine a weighted HES performance category score.

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Corporate Scorecard Emissions Metrics

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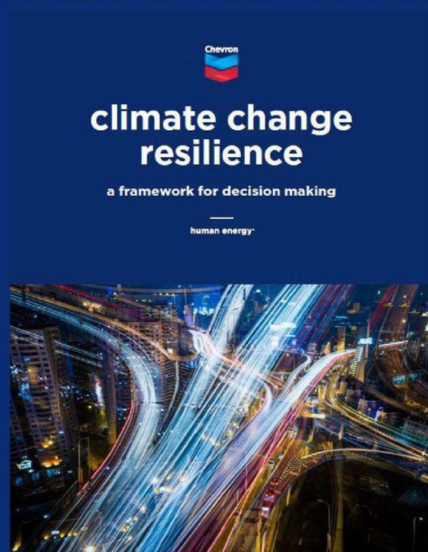
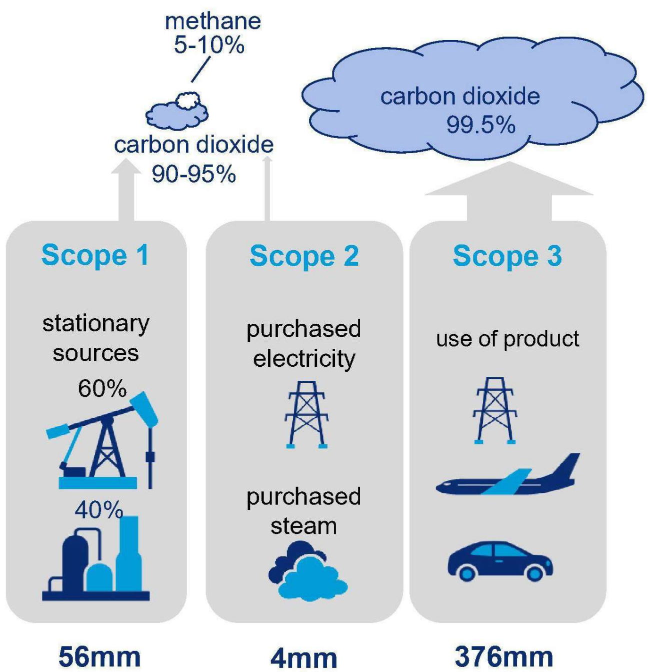


Mark Nelson

Board of Directors
December 5, 2018

Where we are today

GHG reporting (2017)



(Millions of carbon dioxide equivalent tonnes)

Equity emissions intensity (scope 1 & 2)

Tonnes / MBOE

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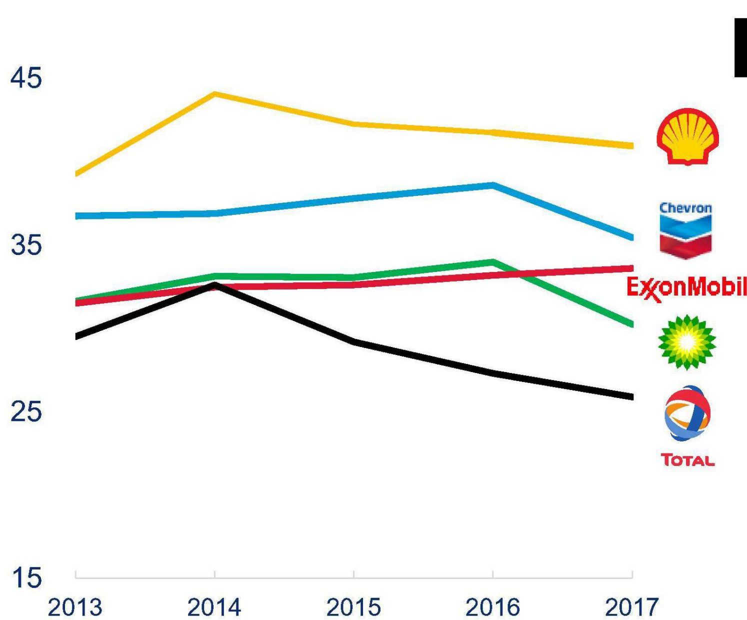

Source: Global Benchmarking Group, WoodMackenzie, internal analysis

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External context

What investors are saying

"We appreciate your journey and **expect to see Chevron adopt some kind of reduction metric** in the near future."

"Why should a company be expected to develop a metric that is **potentially in conflict with delivering returns**."

"Chevron needs to develop metrics that **bring the company into compliance with the Paris Agreement** and a 2°C scenario; i.e., science based targets. It must be a meaningful metric not one that the company will already meet."

Peer actions

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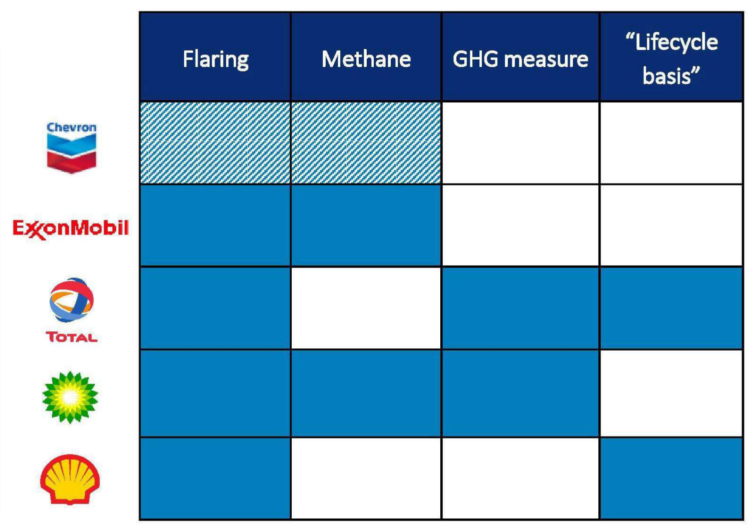

Stated reduction by company

Application in actual performance assessment difficult to confirm

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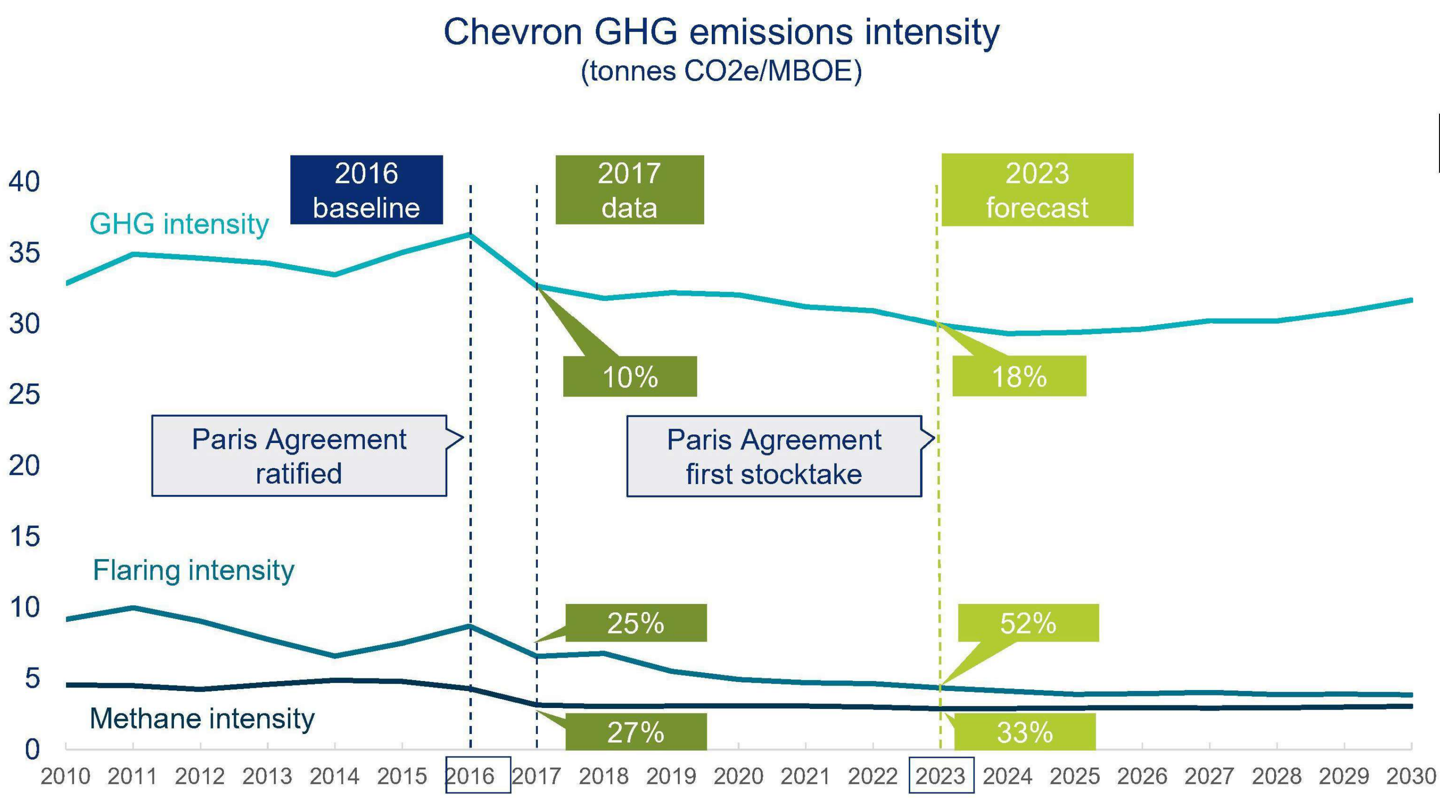
Intensity forecasts



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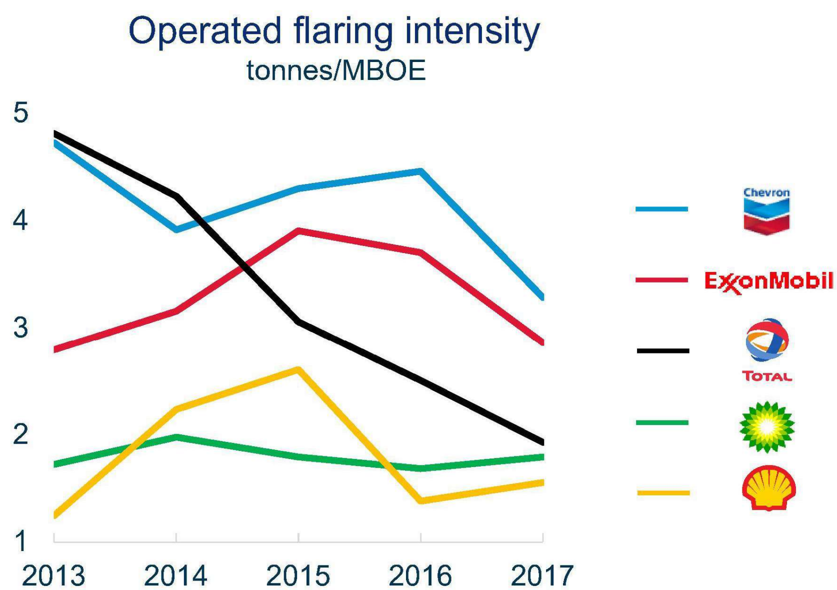
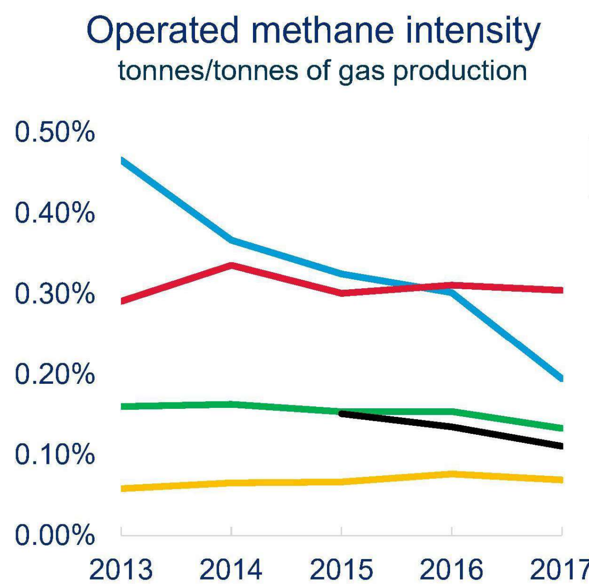
Proposed metrics for corporate scorecard





7

2019 scorecard

Aligns with OGCI

In line with peers

2016-2023 intensity metrics

Flaring: 25-30% reduction

Methane: 20-25% reduction

Equity focused

Source: Global Benchmarking Group

Sample scorecard

Sample internal CIP scorecard (illustrative purposes only)

Category	Weight	Performance Measures		2019 Plan *(not publicly disclosed)*	Raw Score (0.00 - 2.00)	Weighted Score
Financials	40%	Earnings		$14.6 Billion Earnings (absolute and normalized) Top-tier performance vs. peers (indexed adjusted EPS)		
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					Corporate Performance Range	

7

Sample external CIP scorecard (Proxy) (illustrative purposes only)

Health, Environmental & Safety	**15%**	Personal safety		
		Process safety and environmental		
		GHG management	**Achieved flaring and methane intensity reductions**	

Discussion

7

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8

2019 C&E Budget

Pat Yarrington

Board of Directors
December 5, 2018

Capital & Exploratory Expenditure – 2019
$ billions

	2019
U.S. Upstream	7.61
International Upstream	9.68
Upstream Total	**17.29**
U.S. Downstream*	1.85
International Downstream	0.97
Downstream Total	**2.82**
Other	**0.24**
Total C&E	**20.35**
Affiliate Expenditures	6.34
Cash C&E	14.01

**includes .35 inorganic C&E*

8

RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
CHEVRON CORPORATION
DECEMBER 5, 2018

RESOLVED: That the Board endorses the Consolidated 2019-2021 Corporate Business Plan; and be it further

RESOLVED: That the Board approves the 2019 Performance Objectives and the 2019 Consolidated Capital and Exploratory Budget of $20.4 billion ($14 billion excluding affiliates).

8

biographical information

Pierre R. Breber

Executive Vice President, Downstream and Chemicals

Pierre R. Breber, 54, is executive vice president of Downstream and Chemicals, a position he has held since 2016. He is responsible for directing the company's worldwide manufacturing, marketing, lubricants, chemicals and Oronite additives businesses. He also oversees Chevron's joint-venture Chevron Phillips Chemical Company.

Previously Breber was executive vice president of Gas and Midstream where he was responsible for commercializing Chevron's natural gas resources and oversaw the company's shipping, pipeline, power and energy management, and supply and trading operations. With more than 25 years of service, Breber has served in a number of leadership positions with increasing responsibilities including managing director, Asia South Business Unit; Chevron vice president and treasurer; vice president, Finance, Chevron Downstream; and manager, Finance and Business Services, Chevron Upstream Europe Business Unit.

Breber serves as a board member of the United Way of the Bay Area.

Breber joined Chevron in 1989 as a financial analyst. He earned bachelor's and master's degrees in mechanical engineering from the University of California, Berkeley, in 1986 and 1987, respectively, and a master's degree in business administration from Cornell University in 1989.

08/18

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biographical information

James W. (Jay) Johnson
Executive Vice President, Upstream

James W. (Jay) Johnson, 59, is executive vice president, Upstream, a position he has held since 2015. He is responsible for Chevron's global exploration and production activities for crude oil and natural gas.

Previously Johnson was senior vice president of Upstream.

From 2011 to 2014, Johnson served as president of Chevron Europe, Eurasia and Middle East Exploration and Production Company. From 2008 to 2011, he was managing director of the Eurasia business unit, responsible for exploration and production activities in Kazakhstan, Azerbaijan, Russia and Turkey. From 2003 to 2008, Johnson was managing director of Chevron's Australasia business unit, responsible for activities including production at Barrow and Thevenard Islands and the exploration and development of the Wheatstone and Greater Gorgon area gas fields. Past positions include work in production operations, major capital projects, planning and the Chevron Shipping Company.

Johnson joined Chevron in 1981 as a design and construction engineer. He earned a bachelor's degree in electrical engineering from the University of Illinois in 1981 and a master's degree in business administration from Louisiana State University in 1987.

03/18

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biographical information

Rhonda J. Morris
Vice President, Human Resources

Rhonda J. Morris, 53, is vice president of Human Resources for Chevron Corporation, a position she has held since 2016. She is responsible for the oversight of Chevron's human resources, diversity and inclusion.

Prior to her current role, Morris held a number of roles of increasing responsibility in human resources, global marketing and international products.

In 2014, Morris received the Industry Leader Award from the Professional Businesswomen in California recognizing her work to advance gender equality in the workplace. Morris serves on the boards of Techbridge and the East Bay Agency for Children.

She previously served on the boards of A Better Chance, a national organization dedicated to opening the door to educational opportunities for thousands of young people of color in the United States, the Math Engineering and Science Association at the University of California at Berkeley and the Consortium for Graduate Study in Management.

Morris joined Chevron's Human Resources Development Program in 1991. She earned a bachelor's degree from the University of California, Davis in 1987 and a master's degree in business administration from Boston University in 1991.

10/18

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Chevron

biographical information

Mark A. Nelson

Vice President, Midstream, Strategy & Policy

Mark A. Nelson, 55, is vice president of Midstream, Strategy & Policy, a position he has held since February 2018. He is responsible for the company's shipping, pipeline, power and energy management and supply and trading operating units. He also oversees corporate strategic planning and policy, government and public affairs.

Previously, Nelson was vice president of Strategic Planning for Chevron where he was responsible for advising senior corporate executives in setting strategic direction for the company, allocating capital and other resources, and determining operating unit performance measures and targets.

Prior to this position, Nelson served as president of International Products, responsible for the refining and marketing businesses in Europe, Africa, the Middle East and Asia. He has also served as president of Chevron Canada Limited, where he managed oil and gas exploration, production and marketing of crude oil, natural gas and natural gas liquids in Canada.

With more than 30 years of experience, Nelson has served in a number of leadership positions with increasing responsibilities with the company in retail, marketing, operations and business planning.

Nelson is a member of the Oxford Energy Policy Club. He has previously served on several advisory boards and councils, including Singapore's Economic Development Board and the Canadian Council of Chief Executives.

Nelson joined Chevron U.S.A. Inc. in 1985 as an engineer based in San Ramon, California. A native of Ventura, California, Nelson graduated from California Polytechnic State University, where he earned a bachelor's degree in civil engineering.

04/18

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biographical information

Bruce L. Niemeyer
Vice President, Strategic Planning

Bruce L. Niemeyer, 57, is corporate vice president of Strategic Planning for Chevron Corporation, a position he assumed in February 2018. He is responsible for setting the strategic direction for the company, allocating capital and other resources and determining operating unit performance measures and targets.

Previously, Niemeyer was vice president of Chevron's Mid-Continent business unit. He was responsible for developing Chevron's assets in the mid-continent United States, including Chevron's significant Permian assets in Texas and New Mexico. Prior to this role, Niemeyer was vice president of the Appalachian/Michigan strategic business unit, where he led the company's development of natural gas from shale in the northeast U.S. Niemeyer also served as general manager of strategy and planning for Chevron North America Exploration and Production Co.

Niemeyer joined Texaco in 2000 from Atlantic Richfield Co. He earned a bachelor's degree in petroleum engineering from the Colorado School of Mines and is a registered petroleum engineer in the state of California.

10/18

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biographical information

Patricia E. (Pat) Yarrington
Vice President and Chief Financial Officer

Patricia E. (Pat) Yarrington, 62, is vice president and chief financial officer of Chevron Corporation, a position she has held since 2009. She is responsible for comptroller, tax, treasury, audit and investor relations activities corporatewide.

Previously Yarrington served as corporate vice president and treasurer from 2007 to 2009 and was responsible for the company's financing strategies and cash management activities. Prior positions include: 2002, corporate vice president, Policy, Government and Public Affairs; 2000, corporate vice president, Strategic Planning; 1998, president, Chevron Canada Ltd.; 1997, comptroller, Chevron Products Co.; 1995, manager, Credit Card Enterprises, Marketing, Chevron Products Co.; 1986, manager, Investor Relations.

Yarrington served on the San Francisco Federal Reserve's board of directors from 2009 to 2014, serving as its chairman in 2013 and 2014.

Yarrington joined Chevron in 1980 as a financial analyst. She earned a bachelor's degree in political science from Pomona College in 1977 and a master's degree in business administration from the Kellogg School of Management at Northwestern University in 1979.

04/18

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Chevron Reporting Unit Acronyms

Acronym	Business Unit	Acronym	Business Unit
Upstream		**Downstream & Chemicals (DS&C)**	
CALAEP	Africa and Latin America Exploration & Production	AP	Americas Products
CAPEP	Asia Pacific Exploration & Production	IP	International Products
CNAEP	North America Exploration & Production	CL	Lubricants
CEEMEP or EEME	Europe, Eurasia and Middle East Exploration & Production	MFG	Manufacturing
GR	Global Reserves		Oronite
GE	Global Exploration	SP&T	Strategy, Planning & Technology
Africa and Latin America Exploration and Production		**Corporate Departments**	
LABU	Latin America Business Unit	BD	Business Development
NMABU	Nigeria/Mid-Africa Business Unit		Corporate Compliance
SASBU	Southern Africa Strategic Business Unit	FIN	Finance
Asia Pacific Exploration & Production			Global Health and Medical
ASBU	Asia South Business Unit	GS	Global Security
ABU	Australasia Business Unit		Governance
IBU	IndoAsia Business Unit	HES	Health, Environment and Safety
Europe, Eurasia and Middle East Exploration & Production		HR	Human Resources
CUE	Chevron Upstream Europe	IR	Investor Relations
EBU	Eurasia Business Unit		Law
SAPZ	Saudi Arabia Partitioned Zone (PZ)	OE	Operational Excellence
TCO	Tengizchevroil Joint Venture		OE/HES Center
North America Exploration & Production		PGPA	Policy, Government and Public Affairs
AMBU	Appalachian/Mountain Business Unit	**Technology, Projects, and Services**	
CBU	Canada Business Unit		Aviation Services
GOM	Gulf of Mexico Business Unit	CBRES	Business and Real Estate Services
MCBU	Mid-Continent Business Unit	CTV	Chevron Technology Ventures
SJV	San Joaquin Valley Business Unit	CPF	Complex Process Facilities
Midstream, Strategy & Policy			Corporate Organizational Capability
CSC	Chevron Shipping Company	COC	Chevron Oronite Company
CPL	Chevron Pipe Line Company		Digital Innovation and Acceleration
CPEM	Chevron Power and Energy Management	ETC	Energy Technology Company
PGPA	Policy, Government and Public Affairs	EMC	Environmental Management Co.
SP	Strategic Planning	ITC	Information Technology Company
S&T	Supply & Trading		OE/HES Center
Other Businesses		PSCM	Procurement/Supply Chain Management
CPChem	Chevron Phillips Chemical Company LLC	PRC	Project Resources Company
		UC	Upstream Capability
		TEMA	Technology Marketing

Last Updated: 7/12/2018

Common Industry Acronyms

1Q, 2Q, 3Q, 4Q	(the) first, second, third, and fourth quarters, respectively
ACC	American Chemical Council
AFE	Approval for Expenditures
AGA	American Gas Association
AGO	Attorney General's Office
AGRU	Acid Gas Removal Unit
Aker	Aker Kvaerner
ALM	Asset-Liability Modeling
AMC	Aker Marine Contractors
AMT	Alternative Minimum Tax
AOC	Areas of Concern
API	American Petroleum Institute
AR	Appropriations Request
ARO	Asset Retirement Obligations
A/T	After Tax
AU	Auditable Units
B&P	Budget & Planning
BBL	Barrel(s)
BBOE	Billon Barrels of Oil Equivalent
BC&E	Business Conduct & Ethics
BCF	Billion Cubic Feet
BCFD	Billion Cubic Feet Per Day
BIT	Bilateral Investment Treaty
BLM	Bureau of Land Management
BOE	Barrel of Oil Equivalent
BOEG	Barrels of Oil Equivalent to Gas
BOEMRE	Bureau of Ocean Energy Management, Regulation and Enforcement
BOL	Bill of Lading
BOP	Blowout Preventer
BOPD	Barrels of Oil per Day
BSCFD	Billions of standard cubic feet of natural gas per day
BTU	British Thermal unit
BSEE	Bureau of Safety & Environmental Enforcement
BWPD	Barrels of Water per Day
CAA	Clean Air Act (U.S.)
CAFE	Corporate Average Fuel Economy
CADR	Compounded Annual Declined Rate
CAGR	Compounded Annual Growth Rate
CaTRo	Cargo Transportation Route
C&E	Exploration Capital and Exploratory Expenditures
CARB	California Air Resources Board
CCM	Capital Cost Mechanism
CCPS	Center for Chemical Process Safety
CD&A	Compensation Discussion and Analysis
CDP	Carbon Disclosure Project
CEEL	Chevron Employee Emergency Line
CEI	Chevron Energy Index
CEPAC	Chevron Employees Political Action Committee
CF	Cubic foot, cubic feet
CFFO	Cash Flow From Operations
CHESM	Contractor Health, Environment and Safety Management
CIC	Cyber Intelligence Center
CIP	Chevron Incentive Plan
CLF	Chevron Leadership Forum
CMI	Cost Management Initiative
CNG	Compressed Natural Gas
CNOOC	China National Offshore Oil Corporation
CNPC	China National Petroleum Corporation
CO	Company Objective
COB	Close of Business
COGS	Cost of Goods and Services
COP	Climate Conference Parties
COW	Control of Well
CP	Commercial Paper
CPDEP	Chevron Project Deployment & Execution Process
CPMS	Chevron Project Management System
CRO	Chief Risk Officer
CRP	Chevron Retirement Plan
CSSD	Center for Sustainable Shale Development
CSTO	Collective Security Treaty Organization
C-Store	Convenience Stores
CWA	Clean Water Act
CWP	Complex Well Process
CY	Calendar Year
DA	Decision Analysis
DAFWR	Days Away From Work Rate
D&C	Drilling and Completions
D&RA	Decision & Risk Analysis
DCP	Deferred Compensation Plan
DD&A	Depreciation, Depletion and Amortization
DEA	Diethanolamine
DJSI	Dow Jones Sustainability Index
DNR	Department of Natural Resources
DOE	Department of Energy
DOG	Division of Oil and Gas
DOGGR	Division of Oil, Gas, and Geothermal Resources
DOI	Department of Interior
DOJ	Department of Justice
DOL	Department of Labor
DPI	Discounted Profitability Index
DPR	Department of Petroleum Resources
DRB	Decision Review Board
DRO	Discovered Resource Opportunity
DUC	Drilled Uncompleted Wells
DWEP	Deepwater Exploration and Projects
E&P	Exploration and Production
EAV	Equivalent Asset Value
EBITDA	Earnings Before Interest, Taxes, Depreciation and Amortization
ECD	Export Customs Duties
EDF	Environmental Defense Fund
EESP	Escravos Export System Project
EEU	Eurasian Economic Union
EOR	Enhanced Oil Recovery
EPA	Environmental Protection Agency
EPB	Earnings per barrel
EPC	Engineering, Procurement and Construction
ERM	Enterprise Risk Management
EROA	Expected Return on Assets
ESHIA	Environmental, Social and Health Impact Assessment
ESP	Employee Selection Process
ESTMZ	Enhanced Single-Trip Multi-Zone
ETS	Emissions Trading Scheme
EU	European Union
EUR	Estimated Ultimate Recovery
EV	Expected Value
EV	Electric Vehicle
FAR	Fatal Accident Rate
FCF	Free Cash Flow
FCPA	Foreign Corrupt Practices Act
FCV	Fuel Cell Vehicle
FEED	Front End Engineering & Design

Last Updated: 11/28/2018

Common Industry Acronyms

FEL	Front-End Loading
FID	Final Investment Decision
FGP	Future Growth Project
FPSA	Final Production Sharing Agreement
FPSO	Floating Production Storage & Offloading Vessel
FPU	Floating Production Unit
FTE	Full Time Equivalent
FX	Foreign Exchange
FY	Fiscal Year
G, Gal	Gallon
GAL	Global Address List
G&A	General & Administrative
GC	Governance Committee
GDP	Gross Domestic Product
GOM	Gulf of Mexico
GGOM	Greater Gulf of Mexico
GHG	Greenhouse Gas
GIL	Global Information Link
GOC	Gas-Oil Contact
GOI	The Government of Indonesia
GOR	Gas-Oil Ratio
GPD	Gallons per Day
GPM	Gallons per Minute
GSCM	Global Supply Chain Management
GTL	Gas to Liquids
HES	Health, Environment & Safety
HH	Henry Hub
HIS	Hydrocarbon Impacted Soil
IDD	Indonesia Deepwater Development project
IEA	International Energy Agency
IFO	Incident-free operation
IIF	Incident and Injury Free
IMA	International Master Agreement
IMF	International Monetary Fund
IMO	International Maritime Organization
IOCs	International Oil Companies
IP	Information Protection
IPA	Independent Project Analysis
IPGB	Intellectual Property Governance Board
IPO	Initial public offering
IR	Incident Rate or Improved Recovery
IRR	Internal Rate of Return
IWG	Interstate Work Group
JCC	Japan Crude Cocktail
JV	Joint Venture
KBR	Kellogg Brown & Root
KTA	Thousand Tonnes Per Annum(Petrochemicals)
LCFS	Low Carbon Fuel Standard
LDNR	Louisiana Department of Natural Resources
LNG	Liquefied Natural Gas
LOC	Loss of Containment
LPG	Liquefied Petroleum Gas
LQP	Living Quarters Platform
LTC	Long Term Compression
LTIP	Long Term Incentive Program
LTS	Less Than Satisfactory
M	Thousand
MAV	Modeling, Analytics, and Visualization
MBD	Thousand Barrels Per Day
MBBL	Thousands of Barrels
MBOED	Thousands of Oil Equivalent Barrels Per Day
MBOPD	Thousands of Barrels of Oil Per Day
MCC	Marginal Cost of Crude
MCF	Thousand Cubic Feet
MCP	Major Capital Projects
MCPG	Manual of Compliance Procedures & Guidelines
MinDoc	Minimum Deepwater Operating Concept
MIS	Major Incident Study
MLP	Master Limited Partnerships
MM, Mil	Million
MMBD	Millions of Barrels Per Day
MMBOE	Million Barrels of Oil Equivalent
MMBO	Millions of Barrels of Oil
MMBTU	Million British Thermal Units
MMCFD	Million Cubic Feet Per Day
MMSCFD	Millions of standard cubic feet of natural gas per day
MMTPA	Million Tons Per Annum
MOC	Management of Change
MODU	Mobile Offshore Drilling Unit
MOGE	Myanmar Oil and Gas Enterprise
MOU	Memorandum of Understanding
MPG	Miles Per Gallon
MR	Mixed Refrigerant
MRI	Market Response Initiative
MSDS	Material Safety Data Sheet
MSP	Management System Process
MSRE	Marine Safety, Reliability & Efficiency
MT	Metric ton
MTPA	Million Tonnes Per Annum (LNG)
MVC	Motor Vehicle Crashes
MVCR	Motor Vehicle Crashes and Rate
MW	Megawatt
MWCC	Marine Well Containment Company
NA	Not applicable or available
NDE	Non-Destructive Examination
NDRC	National Development and Reform Commission
NG	Natural Gas
NGL	Natural Gas Liquid
NIST	National Institute of Standards and Technology
NNPC	Nigerian National Petroleum Corporation
NOCs	National Oil Companies
NOJV	Non-Operated Joint Venture
NOV	Notice of Violations
NPC	National Petroleum Council
NPV	Net Present Value
NSPS	New Source Performance Standards
NYMEX	New York Mercantile Exchange (U.S.)
OC	Organizational Capability
OCS	Outer Continental Shelf
OE	Operational Excellence
OECD	Organization for Economic Co-operation & Development
OEG	Oil Equivalent Gas
OEMS	Operational Excellence Management System
OERI	Operational Excellence Reliability Intelligence
OGP	International Association Oil and Gas Producers
OIL	Oil Insurance Limited
OML	Oil Mining Lease
OPL	Oil Prospecting Leases
OPEC	Organization of Petroleum Exporting Countries
ORO	Organic Resource Opportunities
OSA	Operating Service Agreement
OSHA	Occupational Safety and Health Administration
P1D	Proved Developed
P1U	Proved Undeveloped

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Common Industry Acronyms

P2	Probable
P3	Possible
PBO	Projected Benefit Obligation
PCAOB	Public Company Accounting Oversight Board
PCN	Process Control Network
PD	Property Damage
P/E	Price/Earnings
P/L	Pipeline
PMP	Performance Management Process
PP&E	Protecting People and the Environment
PPE	Personal Protective Equipment
PPP	Production Processing Platform
PRC	Project Resources Company
PS	Process Safety
PSC	Production Sharing Contract
PSUV	United Socialist Party of Venezuela
PTU	Point Thomas Unit
PWD	Produced Water Disposal
PZ	Partitioned Zone
QA	Quality Assurance
QC	Quality Control
QIP	Quality Improvement Process
QRE	Qualified Reserve Estimators
RAC	Reserves Advisory Committee
RCA	Root Cause Analysis
R&D	Research and Development
R&M	Refining and Marketing
RBL	Reinforcement-Based Leadership
RFG	Reformulated gasoline
RFP	Request for Proposals
RFS	Renewable Fuel Standard
RMC	Risk Management Committee
RMP	Risk Management Process
RO	Reporting Officer
ROCE	Return on Capital Employed
ROR	Rate of Return
RPA	Robotic Process Automation
RRR	Reserves Replacement Ratio
RSI	Repetitive Stress Injury
RSP	Restricted Stock Plan
RU	Reporting Unit
RUMS	Risk and Uncertainty Management
SARS	Stock Appreciation Rights
SBU	Strategic Business Unit
SCP	Small Capital Projects
SCR	Strategic Contractor Relationships
SDC	Special Demand Committee
SEAB	Secretary of Energy Advisory Board
SERIP	Surface Equipment Reliability and Integrity Process
SFO	Surface Facilities Optimization
SGI/SGP	Sour Gas Injection/Second Generation Plant
SGS	Steel Gravity Structure
SIF	Serious Injury and Fatality
SPA	Sales & Purchase Agreement
SPC	Strategy & Planning Committee
SQ	Supplier Qualification
STEM	Science, Technology, Engineering and Math Social Investment Initiative
SWA	Stop Work Authority
SWOT	Strengths, Weaknesses, Opportunities, Threats
TAPS	Trans Alaska Pipeline System
TBM	Temporary Buoyancy Module
TCF	Trillion cubic feet
TCFD	Task Force on Climate-Related Financial Disclosures
TLP	Tension Leg Platform
TPL	Third Party Liability
TQM	Total Quality Management
TRIA	Terrorism Risk Insurance Act
TRIR	Total Recordable Incident Rate
TSR	Total Shareholder Return
TSR	Total Stockholder Return
TVS	Transportation Verification Standard
UAR	Upstream Asset Retirement
UFC	Unit Finding Cost
UNPRI	United Nations Principles for Responsible Investment
URIP	Unit Reliability Improvement
USTO	US Tight Oil
V&V	Verification and Validation
VC	Venture Capital
VCO	Value Chain Optimization
VLCC	Very Large Crude Carrier
VTS	Vessel Traffic System
WHP	Wellhead Platform
WKSI	Well Known Seasoned Issuer
WPMP	Wellhead Pressure Management Project
WRO	Well Reliability and Optimization
WTI	West Texas Intermediate

Last Updated: 11/28/2018

Informational Items

INTERNATIONAL MARITIME ORGANIZATION SULFUR REGULATION

Introduction

As a specialized agency of the United Nations, the International Maritime Organization (IMO) is the global standard-setting authority for the safety, security and environmental performance of international shipping. IMO regularly enacts regulations, broadly enforced by national and local maritime authorities across its 172 member countries.

In late 2016, the IMO agreed to implement a major reduction in sulfur content for marine bunker fuels starting January 1, 2020 to improve air quality and protect the environment. This "IMO 2020" sulfur regulation establishes a 0.5% sulfur limit for fuel oil used on board ships traveling in international waters, a decrease from the current 3.5% threshold in effect since January 2012. The new limit does not impact Emission Controlled Areas (ECA), which include coastal waters in North America, Baltic Sea, North Sea and other areas, where more stringent standards exist. IMO regulatory enforcement is the responsibility of the individual flag-states, port-states and coastal-member states.

It is uncertain how the markets will react to IMO 2020, but it should have significant implications for shippers, oil refiners and crude oil producers. Consistent with Chevron's point of view, the general market expects: (a) higher bunker fuel costs for shippers as they shift to cleaner, more expensive lower sulfur fuels; (b) varying degrees of impact on refiners depending on crude types processed and the ability to convert higher sulfur feedstock into compliant fuels; and (c) higher demand for lower-sulfur crude feedstock.

We are well positioned to benefit from IMO 2020 and expect a $0.5 B boost to 2020 earnings, based on anticipated compliance trends and fuel market developments. Beyond 2021, we expect this impact to normalize as more vessels employ sulfur removal equipment, enabling a return to higher-sulfur fuel use.

Marine Transport Response Outlook

Shipowners have four compliance options:

a. **Install exhaust gas cleaning systems utilizing scrubbers** to remove sulfur as high-sulfur fuel oil (HSFO) is burned. Though requiring up front capital, the cost of consuming more expensive, lower-sulfur fuel can make scrubbers a cost-effective solution for vessels physically able to deploy them. Scrubber installations have been rising due to innovations that have made adoption more economic and easier to install for a wider range of vessels.

b. **Consume Marine Gasoil** (MGO) i.e. diesel. MGO use is the most convenient, but expensive means of compliance given its extremely low sulfur content, wide availability and consistent formulation.

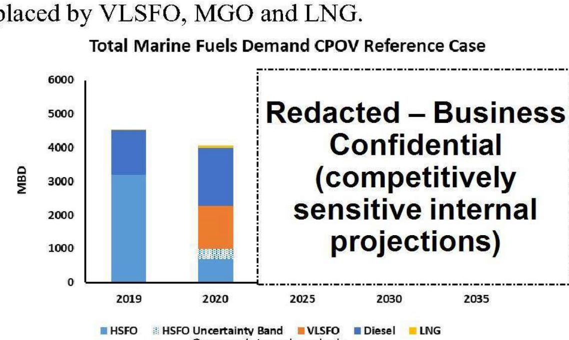
c. **Consume Very Low Sulfur Fuel Oil** (VLSFO), a new, compliant 0.5% sulfur fuel oil. It is expected to be priced between MGO and HSFO. VLSFO can be created using a range of ingredients that can vary across producers, blenders and port locations. This variability presents fuel stability and compatibility issues that can potentially affect vessel operations. Fuel manufacturers like Chevron are working on blends that are stable and compatible. A joint industry project to develop guidance on the safe supply and use of VLSFO is expected to be published by mid-2019.

d. **Switch to LNG to power vessels**, which would involve heavy capital investment to retrofit ships to run on LNG. Port infrastructure for LNG refueling is very limited outside major bunkering ports.

In 2020, compliance is expected to be 70-90% due to regional shortages of compliant fuels and lower initial enforcement expected in South America, Southeast Asia and the Middle East. To strengthen regulatory enforcement, IMO recently adopted a prohibition on the carriage of non-compliant fuels effective March 2020. Port states will be empowered to confirm that vessels entering their waters employ compliant fuels or scrubbers. Full compliance is expected by 2025.

Market Impact (Chevron reference case)

We expect HSFO bunker fuel demand to fall from ~3 MMBD in 2019 to ~1 MMBD in 2020, with the shortfall replaced by VLSFO, MGO and LNG.



Source: Internal analysis

HSFO consumption will recover as scrubber adoption becomes more prevalent. By 2020, adoption will start out low (1400-1800 vessels or 3-5% of the global ship count), due to delayed investment decisions driven by anticipated compliance deadline flexibility and the expectation that economic and reliable refinery fuel solutions would be readily available. Container ships, tankers, bulk carriers and cruise ships account for the majority of global bunker fuel demand and their scrubber installation rates will significantly impact the pace of HSFO demand recovery. During the 2020s,

INTERNATIONAL MARITIME ORGANIZATION SULFUR REGULATION

Redacted – Business Confidential (competitively sensitive internal projections)

Redacted – Business Confidential (competitively sensitive internal projections) Marine fuels demand is projected to decline initially in 2020 mainly reflecting the scrapping of smaller, older vessels where conversion to lower-sulfur compliant fuels would be uneconomic.

The shift in marine fuels demand away from HSFO to VLSFO and MGO should widen the price differential between them (light-heavy product differential or LHD). Most experts agree that complex refiners should benefit as demand for MGO and VLSFO increases. Refineries outfitted with the ability to convert fuel oil into distillates (cokers and hydrocrackers) and to remove sulfur (hydrotreaters), are better positioned to capture value under widening LHD conditions. Simpler refineries will have more HSFO for placement in limited markets where natural gas and coal compete as alternatives, or where crude oil is burned for power generation.

Under these conditions, refinery demand for lighter, lower-sulfur (sweet) crude feedstock will be favored over heavier, higher-sulfur (sour) crude.

Higher Scrubber Adoption Potential

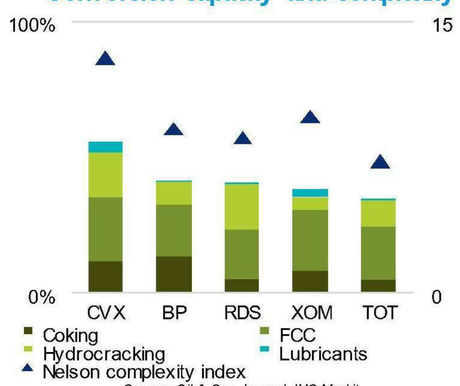
LHD magnitude and duration will be key determinants of future scrubber adoption rates. Redacted – Business Confidential (competitively sensitive internal projections)

Redacted – Business Confidential (competitively sensitive internal projections)

Impact to Chevron

Our refinery network has the highest complexity and highest percentage of conversion capacity in our peer group, an outcome of past decisions to invest in upgrading capabilities and high-grade our portfolio.

Conversion capacity and complexity



Source: Oil & Gas Journal, IHS Markit

Our product yield is over 40% distillate and only about 5% HSFO. Forward markets expect distillate margins to rise and HSFO and sour crude discounts to increase beginning mid-2019. As a complex refiner, we process a high proportion of heavy sour crude feedstock to manufacture distillate and other products. Given uncertainties around potential crude price differentials, LHD and refinery margins, the incremental downstream earnings impact in 2020 ranges from \$0.3 B to \$1.1 B, with an expected value of \$0.8 B.

In our upstream segment, some equity crude production will be advantaged, and others will not be. Reflecting the uncertainty regarding IMO 2020's impact on crude prices for different crude qualities, the decremental upstream earnings impact in 2020 ranges from (0.5) B to (0.2) B with an expected value of (0.3) B.

Our operated shipping fleet will be fully compliant by January 1, 2020. The fleet will ultimately comprise LNG-powered ships, new tankers outfitted with scrubbers and US-flagged tankers presently meeting the more stringent ECA standards.

Positioning to Deliver Value

We are optimizing refinery operations, exploring crude and product trading opportunities and developing marketing value chains ahead of IMO implementation to minimize exposure risk and capitalize on upstream crude positions. Examples:

Refinery solutions that minimize HSFO production and manufacture compliant fuels through crude feedstock optimization.

Commercial HSFO solutions that place volumes on favorable terms with: shipowners that have employed scrubbers, Saudi Aramco to displace direct crude burning for power, and Asian asphalt producers; and to grow sales to Central American utilities.

MGO/VLSFO marketing opportunities including new entries into MGO bunker markets where we have strong diesel positions (NY harbor, Panama, Singapore, US West Coast, US Gulf Coast). We are also exploring the feasibility and economics of offering VLSFO. Trial blending is being conducted at our Richmond and Singapore refineries. The blends have tested positive for fuel stability and compatibility to date with additional testing under way.

Mitigating upstream price exposure by maximizing value from the sale of lighter, sweet equity crude volumes and leveraging our US terminals to capitalize on widening sweet-sour crude spreads through blending.

OPERATIONAL EXCELLENCE (OE) UPDATE

Overall Performance

Our OE performance through October continued to be strong, with no fatalities or catastrophic motor vehicle crashes, and nearly all OE metrics on track to match or outperform 2018 targets. If the positive trend in OE performance continues through year end, 2018 stands to be one of our best years in OE.

We remain the leader of our peer group in saving lives, as the only member with zero fatalities year to date. Further, with now 15 months since our last fatal incident, we continue to outperform our previous Company record of 10 months.

Our workforce safety performance through October also remained strong, as we continue to lead the industry in Days Away from Work (DAFWR) and Total Recordable Incident (TRIR) rates. We are matching our DAFWR target and outperforming the TRIR target, setting a new record low. Additionally, our Motor Vehicle Crash Rate (MVCR) is on track to match the target and set a new record low.

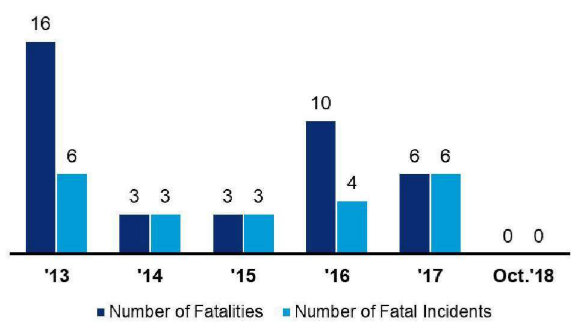
Despite this positive trend, we have exceeded our zero target for Severe Tier 1 Loss of Containment (LOC) incidents with two gas releases. One of the releases was the result of damage to a company pipeline by a third party, which regrettably resulted in a third-party fatality. Overall process safety performance remains strong however, with our Tier 1 LOC incident count ratably outperforming the record low.

We aim to sustain this positive trend in OE performance through maintaining a sense of vulnerability and our increased focus on assuring safeguards are in place and functioning prior to starting high-risk work. More highlights, including significant 2018 OE accomplishments, full-year performance results, and a preview of 2019 priorities will be provided in our January brief.

OE Performance (YTD October 2018)

Serious Injury and Fatality Results

Fatalities[1]



[1] Reflects data available as of November 13, 2018.

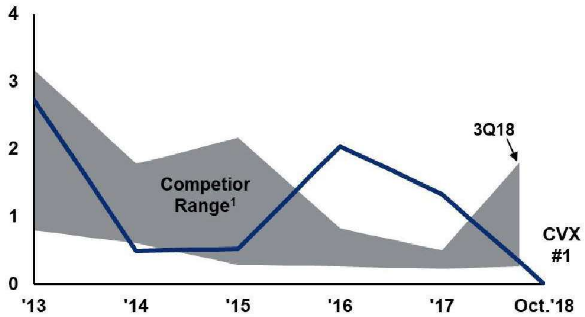
Zero fatalities YTD 2018.

- Completed 15 months without a fatal incident, continuing to set a company record.

OPERATIONAL EXCELLENCE (OE) UPDATE

Fatal Accident Rate

Per 100 million hours worked

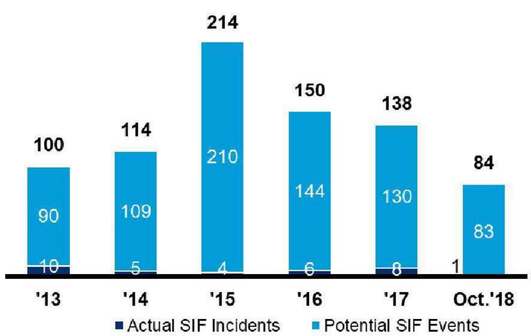


[1]BP, ExxonMobil, Shell, and Total (available through 3Q 2018).

Fatal Accident Rate (FAR) continues to lead industry with rate of zero.

- Year to date, ExxonMobil has experienced three fatalities, Total has experienced two, and Shell and BP have each experienced one.

Serious Injuries and Fatalities (SIF)[1]



[1]Began formal reporting in 2015.

1 actual incident YTD October.

- Three workers exposed to molten sulfur, resulting in significant burns. All three workers are now reported to be in stable condition.

83 potential events reported (41 incidents and 42 near misses).

- 75 injuries and eight motor vehicle crash events.

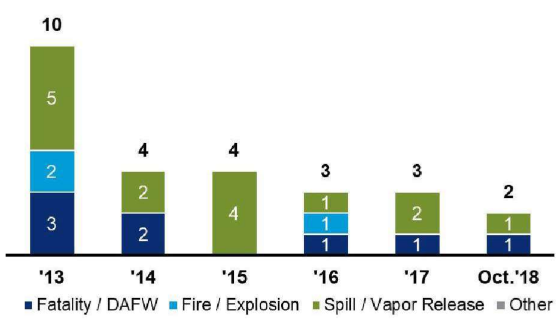
84 total events.

- Top three causes: (1) struck-by; (2) burn or scald; (3) motor vehicle events.

SIF Metric: Number of actual incidents or potential events with high severity outcomes – fatalities, injuries with multiple overnight hospitalizations or motor vehicle crashes.

Process Safety Results

Severe Tier 1 Loss of Containment



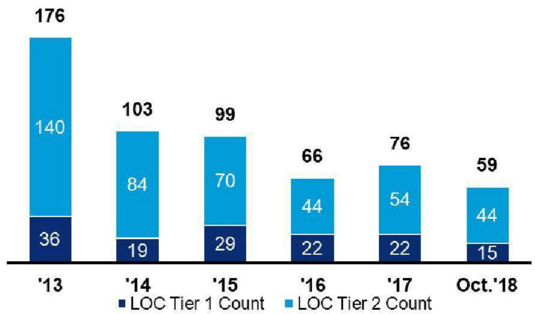
Two Severe Tier 1 LOC incidents YTD October.

- Both incidents resulted in significant gas releases, with one caused by a third party and resulting in a third-party fatality.
- Performance is on par with previous years (average of three from 2015-17).

A Loss of Containment (LOC) incident is defined by API as an unplanned or uncontrolled release of any material from primary containment including non-toxic and non-flammable materials, resulting in one or more negative impacts.

OPERATIONAL EXCELLENCE (OE) UPDATE

Tier 1 + Tier 2 Loss of Containment



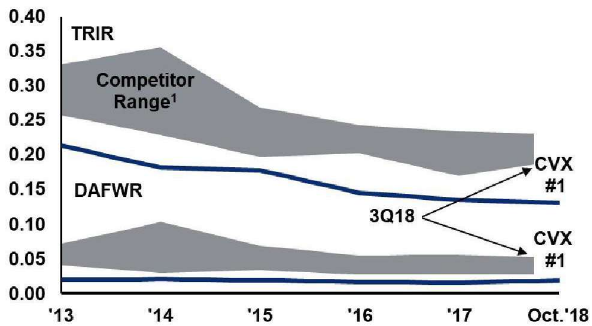
59 combined Tier 1 and 2 LOC incidents is ratably outperforming target (81).

- Number of Tier 1 LOC incidents (15) ratably outperforming record low (19).
- Tier 1 LOC incidents resulting in fires or explosions (2) is on par with historical average (2015-17).
- Zero Tier 2 LOC incidents have resulted in a workforce injury, outperforming previous years.

Workforce Safety Results

Total Recordable Incident and Days Away From Work Rates

Per 200,000 hours worked



[1]BP, ExxonMobil, and Shell (available through 3Q 2018).

TRIR:

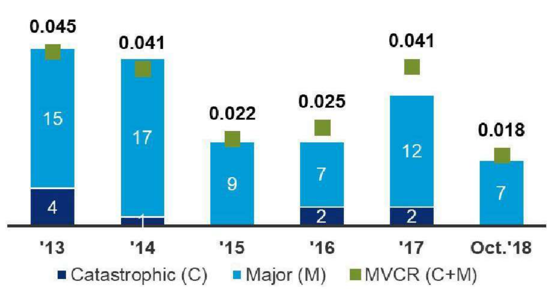
- TRIR of 0.131 continues to outperform target (0.170) and record low (0.140).
- Industry leading performance since 2007 based on results through 3Q18.

DAFWR:

- DAFWR of 0.019 is meeting target (0.019), but slightly above 2017 record low (0.016).
- Maintaining best performance among peers since 2010 based on results through 3Q18.

Motor Vehicle Crashes (MVC)

Catastrophic and Major MVCs per Million Miles



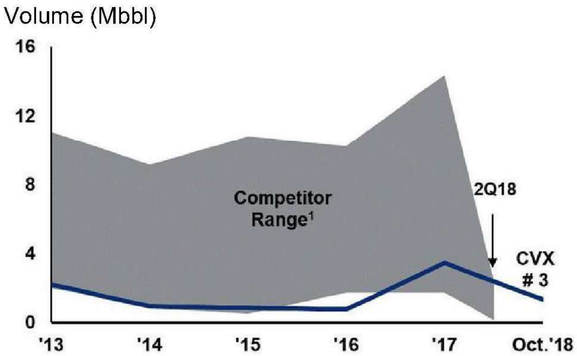
MVCR of 0.018 is on track to match target and outperform 2015 record low (0.022).

- Zero catastrophic incidents through October.
- Seven major MVCs occurred YTD, including one two-car collision resulting in a workforce injury and six rollovers at low speeds with no workforce injuries.

OPERATIONAL EXCELLENCE (OE) UPDATE

Environmental Results

Petroleum Spills to Land and Water



[1]BP, ExxonMobil, Shell (available through 2Q 2018), and Total (available through 2017).

1.3 Mbbl petroleum released from 57 recordable spills (≥1 barrel) to land and water.

- Total petroleum spill volume is on track to outperform annual target (1.8 Mbbl).
- Three major spills (>100 bbl) to land have occurred YTD October: two in Indonesia (271 bbl – sabotage, 170 bbl – process related) and one at the Pascagoula Refinery (316 bbl – process related).

Cybersecurity Results

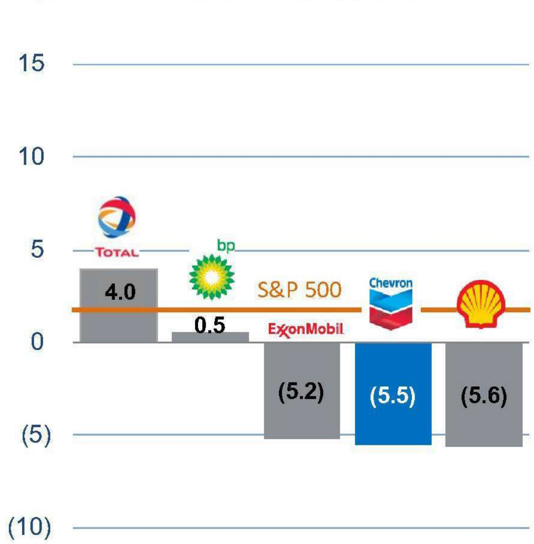
Redacted – Business Confidential (sensitive competitive information)

LTIP TOTAL STOCKHOLDER RETURN

The TSR results for the 3-year, 5-year and 10-year periods are annualized.

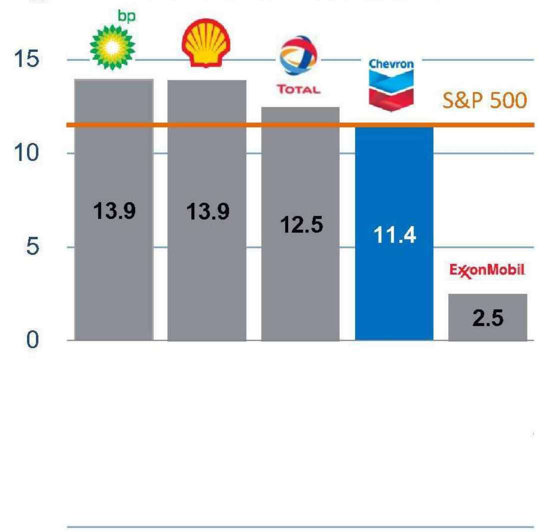
YTD 2018

1/1/2018 - 11/26/2018



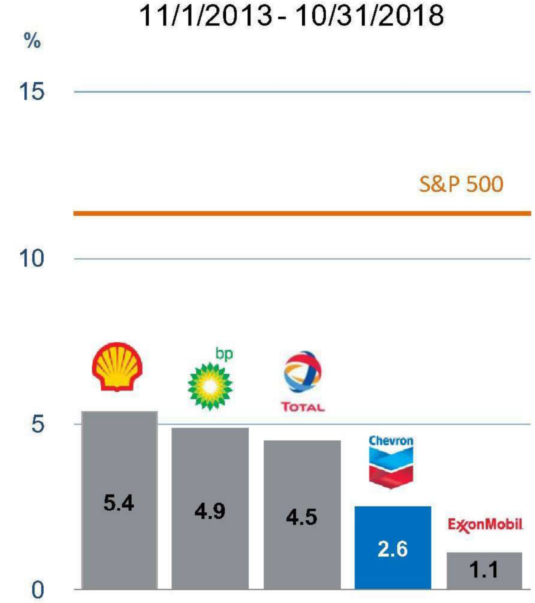
3-Year

11/1/2015 - 10/31/2018



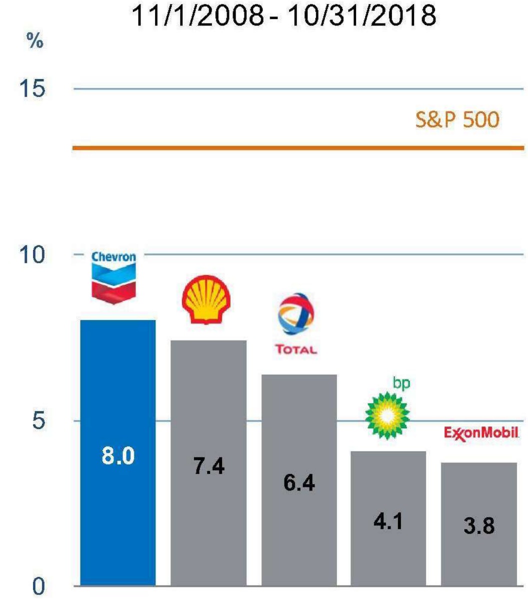
5-Year

11/1/2013 - 10/31/2018

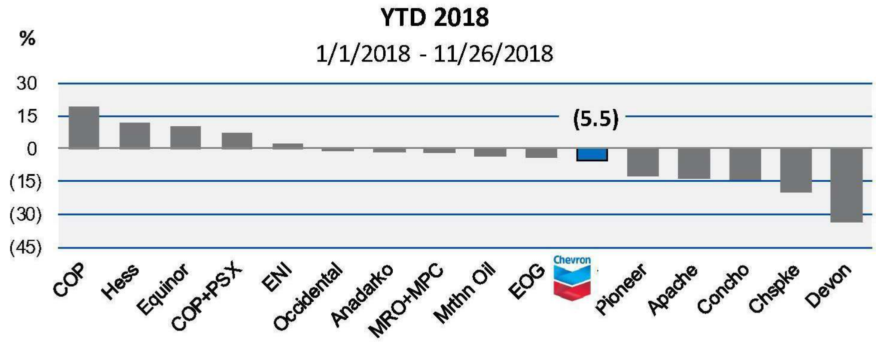


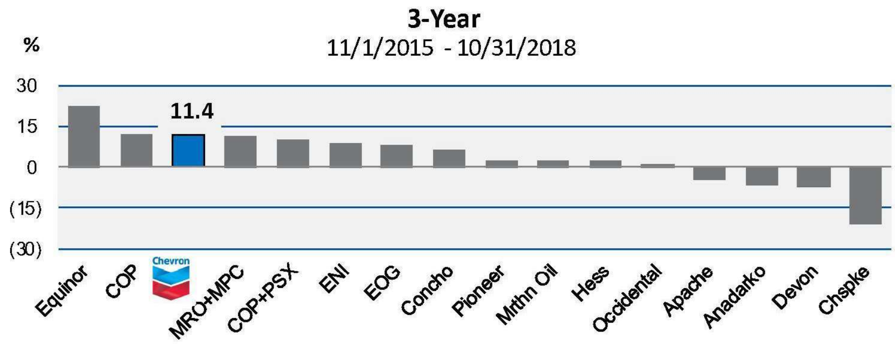
10-Year

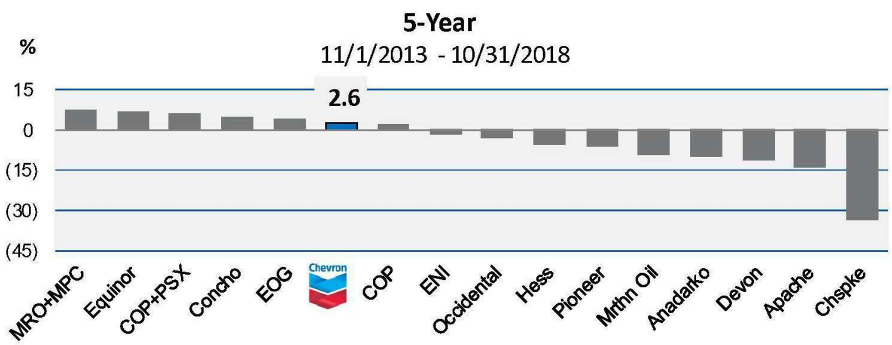
11/1/2008 - 10/31/2018

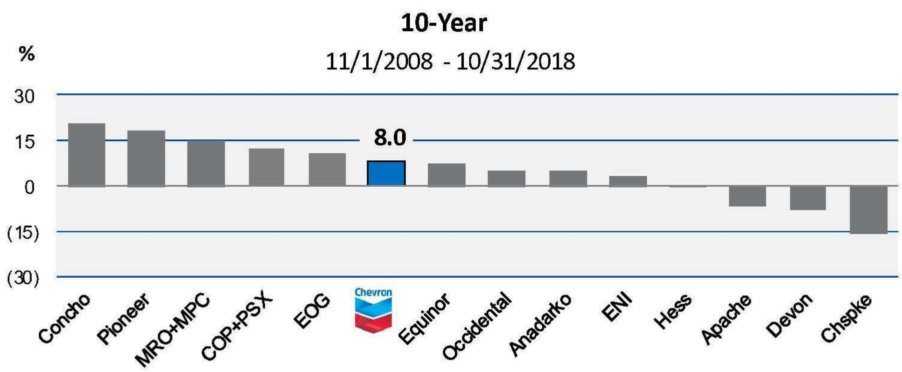


E&P TOTAL STOCKHOLDER RETURN









Notes: COP and Marathon Oil do not have 10 years of TSR results.

COP+PSX and MRO+MPC are "synthetic" calculations based on share prices and dividends since spinoff.

Reactions to Chevron's 3Q 2018 Conference Call

Adjusted EPS was $2.44/diluted share vs. First Call consensus of $2.06, an 18% beat *(Note: excluding foreign exchange effects, EPS was $2.41/diluted share)*

Credit Suisse – "Compelling FCF & Valuation; Upgrade to Outperform" (Outperform / $138)
"CVX continues to execute on its already superior growth outlook, which should translate into better than expected capital efficiencies into 2019 and sets up for continued robust FCF. We see upside to 2019-20 volume forecasts (~3-4% above consensus) supported by strong Permian growth, driving an estimated ~$10-11 billion per annum of surplus FCF generation which should enable CVX to sustain competitive dividend growth & expand the scope of its current share buyback program. Despite the strong operating/financial execution, recent relative share price underperformance has de-rated its valuation to a much wider than normal discount to both XOM and its historical averages on 2019-20E EV/DACF & an attractive relative P/E, as well as a compelling ~10% FCF yield. Thus, we upgrade shares from Neutral to Outperform."

Goldman Sachs – "Reiterate Buy (on CL) with a 9% FCF yield in 2019 at $70/bbl Brent" (Buy / $141)
"On Friday, Chevron Corp (CVX, Buy, CL) delivered a strong quarterly beat on both the Upstream and Downstream segments. CVX remains our top pick among the US Majors given four key factors. First, we believe the growth in the Permian and Australia LNG will underpin strong free cash flow and above-average volume improvement. Second, we see investor concern around the expiry of some Production Share Contracts (PSCs) as overdone, given these represent generally lower margin barrels, and a normal course risk for integrated oils. Third, we believe CVX will sustain capital discipline, particularly with spend likely tracking in the $18-$20 bn range from 2018-2020 and only modestly increasing thereafter. Fourth, following the October equities sell-off, we believe current share price levels represent an attractive entry point for investors to enter into a quality mega-cap integrated oil company trading at a 9% FCF yield at $70/bbl Brent and offering a dividend yield of 4%."

JP Morgan – "3Q Back on Track, With Strong Permian and LNG" (Overweight / $148)
"3Q was a solid bounce back quarter for CVX, aided by the Permian (+80% y/y growth) and Australian LNG (379kboe/d). FY capex was raised on broad-based inflation and inorganic effects, but 2019-20's $20B cap should hold. Overall, we think CVX is hitting the mark on capital allocation, with net debt/capital now ~15%, capital spending contained for the next few years and a sustainable $3B annual buyback with upside if the macro holds. We remain Overweight with a Dec-19 price target of $148."

Barclays – "Better Guidance Should Lead to Less Volatility" (Overweight / $148)
"Following their disappointing 2Q18 result, the strong 3Q operating and financial performance is clearly a welcome relief. However, one quarter does not make a trend. The ball is in management's court to maintain this positive momentum. We believe the company's decision to provide better and more detailed operating and financial quarterly guidance is the right first step. Over time, more consistent quarterly performance and less negative surprises should lead to higher valuation."

Jefferies – "Passing the Inflection Point" (Buy / $157)
"Chevron's financial results in 3Q18 were very strong, with adjusted EPS of $2.44 an 18% beat of the consensus of $2.06 and JEFe at $2.07. CFFO ex. working capital of $9.2b was well ahead of our estimate of $7.6b, while production of 2,956 kbde was 3% better than our estimate – and Permian production was up 68 kbde q/q to 338 kbde…Cash flow was especially strong in the quarter and is firmly past the inflection point we have been expecting as a result of the ramp-up of the Australian LNG business…The company also generated $1.1b in the quarter from divestitures, primarily the Downstream business in South Africa ($1.9b YTD), and is on pace for delivering $5-10b of proceeds in 2018-2020…The organic capital budget for 2018 was raised by 5% from $18.3b to $19.2b. The increased spending is due to a new completion design in the Permian that is more expensive but return accretive; some project cost over-runs, including the Tengiz expansion; and some inflationary pressures, particularly in the Permian. The company also has $600m of inorganic capex in 2018, primarily for exploration signature bonuses."

Reactions to Chevron's 3Q 2018 Conference Call

Bank of America Merrill Lynch – "XOM / CVX 3Q18 earnings recap: first steps in rebuilding credibility" (Neutral / $140 [↑ from $135]**)**
"In our view there are three key takeaways from the earnings reported by Chevron and Exxon. First, we view 3Q18 results drawing a line under the disappointments of the past three quarters that had been contained within international downstream…Second, we believe strong cash flow that for both stocks beat consensus also addresses the perception that rising oil prices were not translating to higher cash flow. Finally, the impact of unconventional production on both companies' growth outlook is becoming increasingly apparent underlining what we believe is a step change in capital efficiency of global portfolios that historically were defined by large scale capital projects…For Chevron, the pivot to a highly flexible, short cycle development program, amplified by an advantaged royalty position is the foundation of management's commitment to capital discipline."

Mizuho – "Noisy Quarter, but Buyback Speaks Louder" (Buy / $144)
"We had a little birdy from inside Chevron complaining that our flash characterization of their result as "solid" understated its strength. Certainly, all-time record volumes has a ring to it, and it was a good beat at the bottom line. To be frank, we were rushing to cover the result to consider it deeply, but certainly the US upstream beat was strong, and like ExxonMobil, but even more impressive, given the cost of ramp up in the Permian, and the actual US liquid volume delivery, showing 25% growth on a 600kb/d base - staggering really given activity required in US unconventional in order to deliver that. This is not a mega-project start up, but those are also working well, with oil-indexed Australian LNG continuing its ramp. Also more directly like XOM, US refining was strong. Unlike XOM, below the line items hurt the result…With the capex outlook flat and the volume outlook for growth, this is the preferred play of the two by far…Should oil prices be spiking into a global GDP slowdown, this has better leverages; less refining, less chemicals, more oil exposure per market cap."

UBS – "3Q18: Earnings beat; Permian a feature (once again)" (Neutral / $135)
"The build-up in Permian production was well ahead of guidance providing the company significant optionality, especially as it is evident that Gorgon/Wheatstone are now also delivering. The addition of capex associated with Brazilian investment hints at a focus on offshore strategy (as does the relinquishment of Tigris and the process of exiting the North Sea). Chevron also confirmed it is looking at adding refining capacity around the Gulf Coast to complement the Permian. What is clear is that Chevron has the financial fire power with gearing lowest among peers – capacity to invest and buy back shares."

Wells Fargo – "CVX/XOM: Come In The Water's Fine; Adjusting EPS and Price Targets" (Outperform / $158 [↓ from $160]**)**
"We continue to favor CVX based on its favorable production growth outlook, improving returns performance and stable capex investment profile through 2021…Given our view that CFFO should increase through 2021 from production growth and margin improvement with an assist from IMO 2020 we remain comfortable with our positive view towards CVX…By 2022, a bigger Permian footprint and the Kazakhstan expansion should more than replace any lost PSC contributions, in our view…We expect modest upwards pressure on capex will continue until the next sustained oil price downturn. Given the sustained recovery in oil prices outright cost deflation has mostly, if not fully, run its course. Productivity and capital efficiency will remain core focuses for both companies."

Societe Generale – "Strong 3Q18 cash flow the driver from record output, and better R&M. $750MM of stock repurchased" (Buy / $150)
"The market reacted positively this AM, we believe because of the volume, cash flow growth and announced stock buyback activity. From a business plan perspective, CVX is in their 'sweet spot' because they are harvesting cash flow from long cycle projects such as Gorgon and Wheatstone, and are continuing to progress non-strategic asset sales. Frankly, this was always the case for 2018, but we've been surprised at how weak CVX's stock has been.
However, given CVX's current ability to generate free cash, the company may have an opportune investment alternative to shrink the denominator, in terms of stock buybacks…Our bottom-line is that CVX delivered better sequential and YOY results, and that it reflects their current operating strategy and asset base. We doubt that the company will ever again over-extend like it did in terms of a plethora of long cycle investment projects, but we'd like to see more discussion about their long term plans up and downstream."

Reactions to Chevron's 3Q 2018 Conference Call

Exane BNP Paribas – "Cash flow crimped by capex creep" (Neutral / $135 [↓ from $145]**)**
"Chevron rounded off a solid earnings season for Big Oil, easing concerns on cash conversion from earlier in the year. The strong Q3 USD 9.2bn CFFO (ex-working capital), 15% above consensus, translates into a 4Q rolling CFFO of USD28.4bn (at $69/bbl Brent), and suggest CVX is on track to comfortably deliver above the implied guidance of $23.8bn at USD60/bbl for FY18. However, CVX Is running c5% above its 2018 organic capex budget of USD18.3bn, mainly due to the inability to offset cost inflation, incremental Permian spend and some project overruns (e.g. Tengiz)."

Cowen – "Earnings Beat on Strong Production; Robust FCF Outweighs Modest Capex Increase" (Outperform / $160)
"Earnings beat on impressive Permian production growth and strong downstream performance. The company raised FY18 organic capex 5% and sees 5% to 10% Permian cost inflation in 2019. Nevertheless, we forecast robust FCF in 4Q18 to cover shareholder returns and sufficient FCF in 2019 and 2020 down to $60. Maintain Outperform, $160 target."

Raymond James – "Even With Today's Gain, CVX No Longer a Crowded Trade; Buyback Boost Could Be Just the Ticket" (Outperform / $140)
"Chevron offers a higher degree of leverage than its peers to our forecast for oil prices to reach cyclical highs in 2020. While production growth is slowing amid a hiatus of megaproject startups until Tengiz expansion in 2022, the Permian overweight has become truly needle-moving, reaching 11% of the production mix. Share buyback is underway after a four-year hiatus, and we envision room to expand the program. Chevron had been a "consensus buy" for several years, but with the stock down 8% year-to-date – versus the IXE benchmark's 5% decline – it is no longer a crowded trade. We reiterate our Outperform rating."

Reactions to Competitors' 3Q 2018 Conference Calls

ExxonMobil – November 2, 2018 (Adj. EPS of $1.46/diluted share vs. First Call consensus of $1.23, 19% beat)

"After three straight challenging quarters and management calling the bottom for Upstream on the 2Q CC, XOM delivered a good result in 3Q, with a beat on Upstream production and Downstream margins versus our model. In Upstream, Permian growth accelerated nicely, while 2Q's headwinds from PNG LNG and Canada dissipated. Downstream benefited from NA crude diffs. Chemicals remained tough on margins, with little to show from new projects as of now, a key item to track in future quarters given big investments in this business."
– *JP Morgan (Neutral)*

"EPS beat consensus with more stable operations than 2Q18, resulting in higher upstream production than forecast. The result is reassuring after unplanned issues impacted last quarter. FY18 capex was raised $1B on higher Brazil acreage spend. Earnings could remain flat for 4Q18 with higher upstream results offset by higher corporate spend and lower downstream earnings…XOM continues to highlight downstream projects that should generate 15% to 25% IRRs before accounting for IMO benefits." – *Cowen (Outperform)*

"Net income and cashflows were much better than 2Q albeit the legacy of that quite shocking quarter (27% miss) likely drove conservative expectations for 3Q. Production was +3% vs UBSe and should hit 2Q FY guidance of ~3.8Mboed. US Permian/Bakken production is tracking along guided 'high side'. Evidence is emerging of value of integrated footprint in the US (more than re-capturing Upstream diff. losses in the Downstream). Start-ups in the quarter were mainly downstream – Beaumont hydrofiner, Antwerp coker and Baytown steam cracker. 2018 capex is guided +$1bn to $25bn partly to incorporate spending on Brazil leases (XOM won Tita in Sept)." – *UBS (Neutral)*

"While XOM has historically offered materially superior ROCE and FCF yields vs. Integrated peers, we forecast its returns to erode towards below its peer average over 2018-2020, and it will offer less attractive relative free cash flow than peers as it begins a multi-year period of material counter-cyclical investment. Meanwhile, XOM features an upstream production growth profile well below global integrated peers and comparable ROCE, and its current dividend yield of 4.0% is below European majors' ~5% albeit modestly more attractive than CVX's. We believe investors are paying a premium for XOM despite sub-par growth, comparable ROCE, and a lower dividend yield."
– *Credit Suisse (Neutral)*

BP – October 30th, 2018 (Adjusted EPS of $1.15/diluted share vs. First Call consensus of $0.85, 35% beat)

"BP CFO Brian Gilvary referred on the post results call to a company that has now got into a rhythm. Admittedly this was more directed to a capital allocation process, but with 3Q results some 35% ahead of consensus and enough confidence in underlying cash flow to pay for the BHP acquisition all in cash rather than part cash, part equity, the direction of travel is clear in terms of continual improvement in returns and cash flow. BP's investment case remains intact. Underlying production grew by c 7% y/y with further momentum coming in 4Q due to the integration of BHP assets. Importantly this growth appears to be higher-margin barrels with upstream net income per barrel up over $8/bl y/y." – *Barclays (Overweight)*

"BP delivered a very strong set of 3Q results, with an earnings beat across all divisions (E&P, R&M, Rosneft) and free cash flow in the quarter c.$1 bn above our expectations. This supports our view that BP is re-emerging as an industry leader after eight years of Macondo damage payments and heavy investments to rejuvenate the business. The E&P division is delivering the highest underlying volume growth in over a decade, on cash accretive margins; the R&M division is very well positioned for IMO 2020 and Canadian crude differentials; and the Macondo cash outflow is winding down to c.$1 bn from 2020. This supports a return to double-digit profitability by 2020E, with growing dividends and opportunities for material buybacks in the coming years." – *Goldman Sachs (Buy)*

"With Q3 demonstrating strong operational performance in both the upstream and the downstream and oil prices higher than where they were in July, BP now intends to fund the deferred component of the BHP acquisition from cash instead of issuing equity (subject to a supportive macro environment). At the time we questioned the logic of issuing shares to then buy back shortly thereafter, and outlined such a possibility last quarter where we expected underlying improvements to continue into 2H18. We continue to think the $10.5bn cash outflow can be managed within BP's financial framework over 2018/2019." – *RBC (Top Pick)*

Reactions to Competitors' 3Q 2018 Conference Calls

Shell – November 1, 2018 (Adjusted EPS of $1.34/diluted share vs. First Call consensus of $1.38, 3% miss)

"Given investor concerns as to how to bridge the gap between Shell's 2019-2021 cashflow aspirations and the actual cashflow delivered in the first half of the year, a 20% beat to our 3Q cashflow forecast was much needed. Part of the strength can be explained by seasonality, but we believe it is also a result of the return of high margin cash barrels in the Gulf of Mexico. The key take-away for us on the post results call was the confidence in meeting the $25-30bn FCF ambition for the end of the decade. This reflects more than 600kb/d of equity volumes over 18/19 that come on stream and that appear well on track. These are high margin barrels such as those in Australia, Brazil and North America. With cash return yields over the coming three years likely to be between 7-8% pa, we continue to see material value in the shares." – *Barclays (Overweight)*

"After three successive quarters of disappointment, we view the improvement in Q3 as both a relief and a better indication of Shell's underlying cash generation potential. The large working capital build was mostly price-driven and consistent with into-winter seasonality, and in our view some quarter to-quarter volatility is a price worth paying for the earnings potential of Integrated Gas. Over the last four quarters, Shell's underlying CFFO (post-interest, ex-working capital) totaled $42bn, which compares well vs. spending and which we think will continue to grow in the coming years...While increasing the pace of buybacks from $2bn to $2.5bn per quarter doesn't change the total amount ($25bn) intended to be repurchased, we view it as a sign of confidence, and on our numbers can be executed without the need for further divestments." – *RBC (Outperform)*

"Looking ahead, there are reasons to believe that the progression from here should be more favorable. No doubt movements in the crude oil price will drive swings in performance. But with the negative cash drag of divestments starting to unwind whilst the positive cash impetus of new projects continues to build (Shell guides to a c$7bn further uplift at $65/bbl oil to 2020) our expectation is that underlying cash improvement will continue to show through in results. Increasing the scale of its 'quarterly' buy-back to $2.5bn from $2.0bn last quarter can, as such, only be seen as a statement of management confidence in the progress the business is making towards the attainment of its external targets." – *Deutsche Bank (Buy)*

Total – October 26, 2018 (Adjusted EPS of $1.47/diluted share vs. First Call consensus of $1.40, 5% beat)

"Total reported another beat with adjusted NOI 4% above consensus and CFFO of $7.1b ex. WC solid and ahead of our estimate. Production growth guidance for 2018 was upgraded to 8% from >7%. Net capex for the year was guided to $16b, the low end of the previous $16b-17b range, and share buybacks accelerated to $400m in 3Q and will reach $500m in 4Q18...Consistency in results is a key component in our Buy thesis and results this quarter have not disappointed; we struggle to explain the stock's underperformance on Friday given the solid performance." – *Jefferies (Buy)*

"It would be easy to over-complicate the investment case for Total, but put simply we think the stock offers the right combination of strong industrial performance and discounted valuation. Upstream production is set to grow 5% per year out to 2022e, with 2018e likely to record 8% growth. Importantly, this appears to be high cash margin with the cashflow per barrel up 8.4% q/q vs essentially a flat oil price environment. The c10% market share Total now has in the LNG business also creates significant opportunities to take advantage of a tighter market and this should be an important driver of results going forward. Downstream margins have weakened, but this is not enough to derail the wider investment message. Discipline on the cost base remains, with capex guidance for 2018 fine-tuned to the low end of the previous $16-17bn range." – *Barclays (Overweight)*

"TOTAL has been particularly consistent in delivering strong earnings from all divisions and high free cash flow cash flow generation over the past quarters, supported by reliable projects delivery and ongoing capital discipline. Group operating profit at $4.58bn and adjusted net income at $3.96bn were both +4% above company compiled consensus, driven by a strong performance from the E&P business with total production +3% qoq and +9% yoy. Free cashflow improved further and was particularly strong this quarter at $4.5bn, +$1bn above our expectations, supported by stronger operating cash flow and lower capex. We believe TOTAL is well positioned to benefit from this new 'Age of restraint', characterized by capital discipline, reliable project delivery, stable costs and ultimately improving returns and strong free cash flow generation." – *Goldman Sachs (Buy)*

![Chevron]

Monthly Performance Summary – October 2018

Performance Summary*	Sep 2018	Oct 2018	Monthly Change	YTD 2018	2018 Obj.	% of Obj.
Earnings ($ Billions)	**0.8**	**1.8**	**1.0**	**12.9**	**6.6**	**197**
Upstream	0.4	1.7	1.2	11.7	4.8	245
Downstream	0.5	0.3	(0.3)	3.2	3.9	82
Other	(0.2)	(0.2)	0.1	(2.0)	(2.1)	95
ROCE (%)	**5.1**	**11.7**	**6.6**	**8.6**	**3.9**	**221**
Cash Flow ($ Billions)	**0.2**	**2.1**	**1.9**	**9.8**	**1.5**	**653**
Cash from Ops	3.0	3.7	0.7	25.1	20.0	126
Debt Ratio (%)				**17.9**	**21.0**	**85**
Total C&E ($ Billions)	**1.8**	**1.6**	**(0.2)**	**16.0**	**18.3**	**87**
Cash C&E	1.4	1.2	(0.2)	11.4	12.8	89
Operating Expense ($ Billions, Ex-Fuel)	**2.2**	**2.0**	**(0.2)**	**19.1**	**22.7**	**84**
Unit Operating Exp.- Ex Fuel ($/bbl)	17.1	15.3	(1.9)	15.0	15.1	100
Net Production (MBOED)	**2,934**	**2,960**	**26**	**2,887**	**2,897**	**100**
U.S.	841	826	(15)	774	714	108
International	2,093	2,133	40	2,113	2,208	96
Refined Product Sales (MBD)	**2,746**	**2,588**	**(158)**	**2,661**	**2,667**	**100**
U.S. (excl. Trading)	1,161	1,187	26	1,167	1,120	104
International (excl. Trading)	956	854	(102)	927	973	95
Trading	629	547	(82)	567	574	99

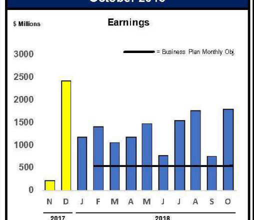
** Immaterial summation differences due to presentation in billions*

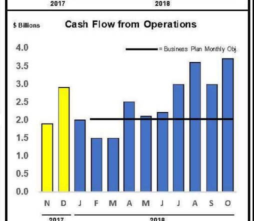
Prices	Sep 2018	Oct 2018	Monthly Change	YTD 2018	2018 Obj.	YTD vs Obj.
Brent Spot ($/bbl)	78.85	81.15	2.30	73.11	50.00	23.11
WTI Spot ($/bbl)	70.25	70.76	0.51	67.32	48.60	18.72
HH Spot ($/MMBtu)	2.93	3.20	0.27	2.94	3.00	(0.06)
Asia LNG Spot ($/MMBtu)	10.94	9.82	(1.12)	9.76	6.00	3.76
Upstream Average Realizations						
Liquids ($/bbl)	68.66	69.52	0.86	64.35	42.92	21.43
Natural Gas ($/mcf)	6.46	5.76	(0.70)	5.48	4.44	1.04

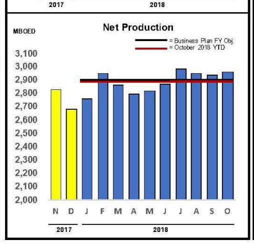
Downstream Margins	Sep 2018	Oct 2018	Monthly Change	YTD 2018	2018 Obj.	YTD vs Obj.
Refining ($/bbl)						
U.S. West Coast [1]	15.15	16.52	1.37	16.33	15.51	0.82
U.S. Gulf Coast [1]	12.48	11.16	(1.32)	13.05	12.87	0.18
Asia Pacific (Dubai 3-1-1-1)	7.69	8.05	0.36	7.73	7.00	0.73
Marketing ($/bbl)						
U.S. West Coast	10.25	11.79	1.54	9.20	9.19	0.01
U.S. Gulf Coast	4.57	5.17	0.60	4.55	3.70	0.85
Asia Pacific	7.29	8.33	1.04	7.79	7.56	0.23

[1] U.S. regional refining indicator margins are used for internal purposes to estimate margin potential using market prices and planned refinery input and output volumes.

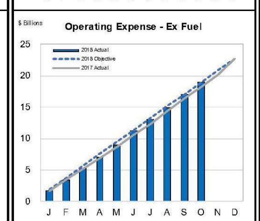
Monthly Results - October 2018

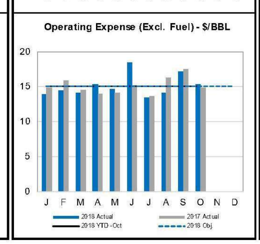




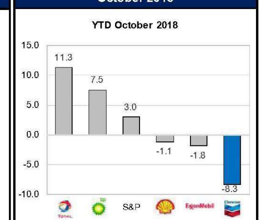


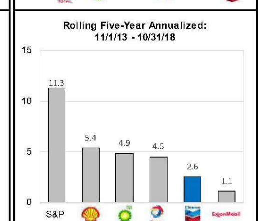
Capital & Operating Costs - October 2018

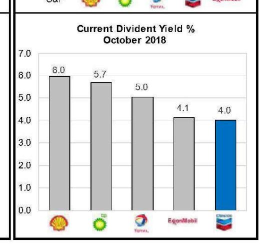




Total Shareholder Return (%) - October 2018







Earnings - October 2018

Earnings - October 2018
$ Millions - After Tax

		Sep 2018	Oct 2018	Monthly Change	YTD 2018	2018 Obj	% of Objective
Upstream	- U.S.	(120)	483	603	2,798	612	457
	- International	569	1,204	635	8,915	4,169	214
TOTAL UPSTREAM		**449**	**1,687**	**1,238**	**11,713**	**4,781**	**245**
Downstream	- U.S.	154	80	(74)	1,928	1,917	101
	- International	393	188	(205)	1,279	1,994	64
TOTAL DOWNSTREAM		**547**	**268**	**(279)**	**3,207**	**3,911**	**82**
ALL OTHER		**(246)**	**(169)**	**77**	**(2,040)**	**(2,139)**	**95**
TOTAL EARNINGS		**750**	**1,786**	**1,036**	**12,880**	**6,553**	**197**
Basic Earnings Per Share		$0.39	$0.94	$0.55	$6.78	$3.46	196
Diluted Earnings Per Share		$0.39	$0.93	$0.54	$6.72	$3.45	195
Memo:							
Impact of Asset Sales		362	(3)		561	745	

Earnings were $1,786 MM in October, up $1,036 MM from September.
- **Upstream**: Increased $1,238 MM on absence of project write-off, asset impairment and contractual settlement, and favorable foreign exchange.
- **Downstream**: Decreased $279 MM on absence of asset sale gains and higher operating expenses. Higher margins, partly offset.
- **Other**: Net charges were down $77MM primarily on absence of environmental reserve additions and a project write-off.

Year-to-date earnings were $12,880 MM, or 197% of objective, primarily reflecting higher realizations and foreign exchange gains. Below-plan margins and volumes, and higher operating expenses, partly offset.

On a price-normalized basis, earnings were 95% of YTD plan due to lower Downstream gross margins, higher exploration expense, lower operating expenses and Upstream liftings, partly offset by lower carbon compliance costs, TCO royalty expense and depreciation expense.

Cash Flow - October 2018 YTD

October year-to-date **Cash from Operating Activities** was $25.1 billion.

Working Capital/Other consumed $4.1 billion, primarily reflecting timing of affiliate distributions and an increase in receivables and crude inventory. An increase in accounts payable, partly offset.

Cash used for Investing Activities through October totaled $9.0 billion with capital expenditures of $10.9 billion. Share repurchases totaled $1.0 billion at the end of October.

Cash flow through October generated $9.8 billion. Debt balances decreased by $5.4 billion, while the cash balance increased by $4.4 billion.

October **YTD Cash Capital & Exploratory expenditures** of $11.4 billion are trending above full-year plan, primarily on Upstream and Downstream expenditures.

Cash Flow* $ Billions	Year 2017	YTD 2018[1]	2018 Obj
Earnings	**9.3**	**12.9**	**6.6**
DD&A	19.5	16.3	19.2
Working Capital/Other	(8.3)	(4.1)	(5.8)
Cash from Operating Activities	**20.5**	**25.1**	**20.0**
Capital Expenditures	(13.4)	(10.9)	(11.9)
Asset Sales Proceeds	5.2	2.1	1.9
Affiliate Financing	0.0	(0.2)	(0.8)
Cash used for Investing Activities	**(8.2)**	**(9.0)**	**(10.8)**
Dividends	(8.1)	(6.4)	(8.3)
Net sales of treasury shares	1.1	0.1	0.6
Change in Debt	(7.5)	(5.5)	(1.5)
Other	(0.1)	(0.1)	0.0
Cash from Financing Activities	**(14.6)**	**(11.9)**	**(9.2)**
FX on Cash	0.1	(0.1)	0.0
Net Change in Cash	**(2.2)**	**4.2**	**(0.0)**
Less Change in Debt and Mkt Secur.	7.5	5.6	1.5
Total Cash Flow	**5.3**	**9.8**	**1.5**
Cash Balance[2]	6.0	10.4	5.0
Debt Balance	38.8	33.4	38.6

*Presented per 10-Q/10-K format
[1] Immaterial summation difference due to presentation in billion of USD
[2] Adjusted to conform with Accounting Standard Update 2016-18 which requires inclusion of restricted cash, impacting both prospective & retrospective periods.

Downstream Refined Product Sales - October 2018

U.S. refined product sales rose 26 MBD between months on higher gas oil sales led by a turnaround at Richmond. Lower spot sales on other products, partly offset.

International refined product sales fell 102 MBD between months primarily on absence of South Africa activity.

Trading refined product sales were down 82 MBD between months on lower fuel oil, gasoline and jet fuel.

Total Refined Product Sales MBD	Sep	Oct	YTD	% of Obj
United States				
Mogas	643	632	630	101
Jet fuel	250	239	253	110
Gas oil	165	219	185	109
Fuel oil	-	-	-	-
Other	103	97	99	104
United States Total[1]	**1,161**	**1,187**	**1,167**	**104**
International				
Mogas	166	135	164	93
Jet fuel	137	135	138	115
Gas oil	178	149	176	95
Fuel oil	29	(27)	18	100
Other	64	61	59	97
Affiliates	382	401	372	90
International Total[1]	**956**	**854**	**927**	**95**
Trading	**629**	**547**	**567**	**99**

[1] Excludes Trading

Upstream Production - October 2018

U.S. OEG production decreased 15 MBD between months primarily on unplanned downtime and hurricane-related impacts in the Gulf of Mexico. Return from planned downtime in Gulf of Mexico, partly offset.

Year-to-date OEG production was 60 MBD above Objective primarily on new production and ramp up in the MidContinent and Gulf of Mexico.

International OEG production increased by 40 MBD between months led by higher demand in Thailand, lower downtime in Australia and Canada, and new production in Nigeria and the UK. Planned downtime in Kazakhstan partly offset.

Year-to-date OEG production was 95 MBD below Objective primarily on net PSC effects, unplanned downtime across various assets, and third-party events in Venezuela and Nigeria. Higher reliability in Kazakhstan and Australia and strong base performance, partly offset.

Net OEG Production MBD	Sep	Oct	YTD	% of Obj
U.S.	841	826	774	108
International				
Angola	165	163	159	103
Argentina	27	26	23	105
Australia	466	502	414	100
Azerbaijan	23	19	20	86
Bangladesh	116	114	112	102
Brazil	13	14	11	100
Canada	91	101	114	101
China	25	34	29	98
Colombia	13	13	14	104
Republic of Congo	53	50	52	120
Denmark	20	20	19	93
Indonesia	122	120	132	75
Kazakhstan	389	337	391	95
Nigeria	232	232	241	92
Philippines	26	27	26	103
Thailand	195	232	234	101
U.K.	60	72	62	91
Venezuela	43	43	43	73
Other	14	15	17	95
Total International	2,093	2,133	2,113	96
Total OEG Production	**2,934**	**2,960**	**2,887**	**100**