



**Mary A. Francis**  
Corporate Secretary and Chief Governance Officer

November 28, 2018

**CLASSIFIED**

Dr. Ronald D. Sugar, Chairperson  
Dr. Wanda M. Austin  
Dr. Alice P. Gast  
Mr. D. James Umpleby III

Re: Board Nominating and Governance Committee Meeting

I include in this distribution the [agenda](#) and supporting materials for the Board Nominating and Governance Committee meeting to be held at 2:00 p.m. on Tuesday, December 4 in Room A4320.

We will provide an update at the meeting of any new stockholder proposals ([item 5](#)), should we receive additional proposals.

If you have any questions on the agenda items, I would be happy to discuss them with you.

Sincerely,

A handwritten signature in black ink, appearing to read "Mary Francis", written in a cursive style.

Enclosures

cc: Mr. Michael K. Wirth  
Mr. R. Hewitt Pate

Corporate Governance  
Chevron Corporation  
6001 Bollinger Canyon Road, San Ramon, CA 94583



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

\*Items needing motion, second and approval

Draft

**CHEVRON CORPORATION  
BOARD NOMINATING AND GOVERNANCE COMMITTEE  
JULY 24, 2018**

**MINUTES**

Members present:	Ronald D. Sugar, Chairman Wanda M. Austin Alice P. Gast D. James Umpleby III
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Dr. Sugar chaired the meeting. Mike Wirth, Mary Francis, and Chris Butner were also present.

The Committee reviewed and approved the minutes of the May 29, 2018, Committee meeting.

The Committee discussed the need to grant to Wick Moorman a retainer stock option that should have been granted on May 30, 2018, at the time of the grant of retainer stock options to directors who had made prior elections to receive retainer options in lieu of all or any portion of their annual cash retainer payable under the Chevron Corporation Non-Employee Directors' Equity Compensation and Deferral Plan and Rules Governing Awards under the Directors' Plan. Due to an inadvertent clerical error made by the Corporation, the Committee did not approve a retainer option grant to Mr. Moorman, who had timely elected to receive retainer options in lieu of his annual cash retainer of \$180,000 for 2018-2019 Board and Board Audit Committee service. Following a thorough discussion, the Committee adopted the following resolutions:

**WHEREAS**, the Chevron Corporation Non-Employee Directors' Equity Compensation and Deferral Plan, as amended ("Directors' Plan"), and Rules Governing Awards under the Directors' Plan ("Directors' Plan Rules") provide for the grant of retainer options to directors who made prior elections to receive retainer options in lieu of all or any portion of their annual cash retainer, with such grants to occur on the date of the Annual Meeting of Stockholders;

**WHEREAS**, at its May 29, 2018 meeting (the "May Meeting"), the Board Nominating and Governance Committee (the "Committee") approved the grant of retainer options on May 30, 2018 to Messrs. Frank, Hernandez and Thulin (each a "Director" and collectively, the "Directors"), each of whom timely elected to receive retainer options in lieu of all or a portion of the annual cash retainer for the term beginning with the 2018 Annual Meeting of Stockholders;

**WHEREAS**, due to an inadvertent clerical error made by the Corporation, at the May Meeting, the Committee did not approve a retainer option grant to Mr. Moorman, who also timely elected to receive retainer options in lieu of an annual cash retainer for the term beginning with the 2018 Annual Meeting of Stockholders;

**WHEREAS**, to rectify this clerical error, and to put Mr. Moorman in the same position that he would have occupied had he been granted a retainer option at the May Meeting, the Committee recommends that the Board approve a retainer option to Mr. Moorman with the same exercise price, the same number of shares, the same vesting dates and exercise period, and the same general terms and conditions as the award Mr. Moorman would have received at the May Meeting if he had been granted an option on the same terms as the Directors;

**WHEREAS**, the Committee recommends that the award be granted on the first date, on or after Board approval, that the Corporation's closing stock price on the New York Stock Exchange ("Closing Price") is less than or equal to \$125.16 (the exercise price of the options awarded to the Directors at the May Meeting);

**WHEREAS**, the Committee recommends that the Board approve an amendment to the Directors' Plan to permit the grant to Mr. Moorman with an exercise price of \$125.16, and to permit similar grants should similar circumstances arise in the future;

**WHEREAS**, the Directors' Plan Rules further provide that the Committee is responsible for determining the terms and conditions of the retainer options not otherwise specified therein, and has the right to amend the Directors' Plan Rules, subject to the limitations set forth therein;

**WHEREAS**, the Committee wishes to amend the Directors' Plan Rules to permit the grant to Mr. Moorman on the terms and conditions referenced above, and to permit similar grants should similar circumstances arise in the future;

**NOW, THEREFORE, BE IT**

**RESOLVED:** That the Committee recommends that the Board approve a retainer option to be granted to Mr. Moorman, which option shall be granted on the first date on or after July 24, 2018, that the Closing Price is less than or equal to \$125.16, with the same exercise price, the same number of shares, the same vesting dates and exercise period, and the same general terms and conditions as the award Mr. Moorman would have received on May 30, 2018, if he had been granted an option on the same terms as the Directors; and be it further

**RESOLVED:** That the Committee recommends that the terms and conditions of the retainer option shall be as set forth in the form of the 2018 Retainer Option Agreement presented to the Committee and attached hereto as [Appendix A](#); and be it further

**RESOLVED:** That the Committee recommends that the Board approve Amendment Number Two to the Directors' Plan attached hereto as [Appendix B](#), to permit the grant to Mr. Moorman with an exercise price of \$125.16, and to permit similar grants should similar circumstances arise in the future; and be it further

**RESOLVED:** That the Committee hereby approves the amendment to the Directors' Plan Rules attached hereto as [Appendix C](#), to permit the grant to Mr. Moorman on the terms and conditions referenced above, and to permit similar grants should similar circumstances arise in the future.



The Committee then discussed the results of the 2018 proxy season generally and the Corporation's proxy season results. The Committee discussed the stockholder proposals received by the Corporation and reviewed the voting results for each proposal as well as voting results of similar proposals at other companies. In particular, the Committee discussed the stockholder proposal relating to methane reporting and the work that the Corporation is doing to manage methane emissions.

The Committee then discussed the annual corporate governance assessment. The Committee expressed satisfaction generally with the Corporation's current governance structures. The Committee had a detailed discussion regarding the provisions in the Corporate Governance Guidelines relating to the current mandatory retirement age and the service limitation on the number of public company boards that Directors may serve. The Committee determined to consider an increase to the retirement age at a subsequent meeting.

Randy Richards, Treasurer, and Bill Clutter, Assistant Treasurer, joined the meeting by telephone. Mr. Clutter reviewed the plan for the Corporation's renewal of the Directors' and Officers' insurance program expiring September 30, 2018, and responded to questions asked by the Committee members. The Committee discussed the recommendation to maintain the same structure as 2017, but with an increase of Side A coverage from the current amount of **Redacted - Business**. **Redacted - Business** After discussion, the Committee concurred with the recommendation and expressed satisfaction with the direction of the renewal process. Mr. Clutter reported to the Committee that the Board would be apprised of the results of the renewal in October. Messrs. Richards and Clutter departed the meeting.

The Committee then discussed Director succession planning. Mr. Wirth reported to the Committee the additional discussions he had with **Redacted - Business Confidential (sensitive)** and the Committee determined to continue pursuing her candidacy. **Redacted - Business Confidential (sensitive)** Mr. Wirth also reported to the Committee the discussions he had with **Redacted - Business Confidential (sensitive)** at the request of the Committee. The Committee determined that **Redacted - Business Confidential (sensitive)** would be a highly desirable Board candidate and requested that Mr. Wirth continue to pursue **Redacted - Business Confidential (sensitive)** candidacy.

Ms. Francis and Mr. Butner departed the meeting, and the Committee met privately with Mr. Wirth. Mr. Wirth then departed the meeting, and the Committee met in executive session.

There being no further business, the meeting was adjourned.

Secretary

## Appendix A

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

**2018 Retainer Option Agreement**

Name of Director: [Name]

**Please sign below and return this Agreement.**

Chevron Corporation has made the following grant to you, subject to the terms of the Chevron Corporation Non-Employee Directors' Equity Compensation and Deferral Plan, as amended (the "Plan"), and rules adopted under it (the "Rules"). Both documents are incorporated into this Agreement and copies are available to you on the Chevron Diligent Boards portal or on request. By signing this Agreement and accepting this grant, you are agreeing to all the terms and conditions of the Plan and the Rules.

1. Date of Grant: [TO BE DETERMINED] <sup>(1)</sup>
2. The Exercise Price is \$125.16 <sup>(2)</sup> per share, which was the Fair Market Value of the Shares subject to this Retainer Option on May 30, 2018.
3. The number of Shares subject to this Retainer Option is 10,332 Shares, subject to adjustment as provided in Section X of the Plan.
4. This Retainer Option is a nonstatutory stock option.
5. This Retainer Option vests as follows: 50 percent on November 30, 2018, and the remaining 50 percent on the earlier of the last day of the Annual Compensation Cycle to which the Grant relates or May 30, 2019.
6. This Retainer Option becomes exercisable on May 30, 2019.
7. This Retainer Option is transferable as provided in Section VI of the Plan and Section VII of the Rules.
8. This Retainer Option will expire on May 30, 2028, or such earlier date as it expires or is forfeited pursuant to Section III of the Rules under the Plan.

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: [Director Name]

<sup>(1)</sup> The Grant Date will be the first date on or after July 24, 2018 that Chevron's closing stock price on the New York Stock Exchange is equal to or less than \$125.16.

<sup>(2)</sup> The Exercise Price is the closing price of Chevron Corporation common stock on May 30, 2018.

## Appendix B

**AMENDMENT NUMBER TWO  
TO THE CHEVRON CORPORATION  
NON-EMPLOYEE DIRECTORS' EQUITY COMPENSATION AND  
DEFERRAL PLAN**

**WHEREAS**, Chevron Corporation (the "Corporation") maintains the Chevron Corporation Non-Employee Directors' Equity Compensation and Deferral Plan (the "Plan");

**WHEREAS**, pursuant to Section XII.(a) of the Plan, the Board of Directors of the Corporation (the "Board") has the authority to amend the Plan; and

**WHEREAS**, the Board desires to amend the Plan, pursuant to this Amendment Number Two, to permit the issuance of stock options so long as the exercise price is not less than the fair market value of a share on the grant date.

**NOW, THEREFORE**, be it resolved, the Plan is hereby amended, effective July 24, 2018, as follows:

1. Section VI (Options) is amended by modifying the second sentence of subsection (b) to read as follows:

The exercise price of each Option shall not be less than the Fair Market Value of a Share on the date the Option is granted.

\* \* \*

Date: July 24, 2018

By: \_\_\_\_\_  
Ronald D. Sugar, Lead Director  
Chevron Corporation

## Appendix C

**AMENDMENT TO THE  
RULES GOVERNING AWARDS UNDER THE  
CHEVRON CORPORATION NON-EMPLOYEE DIRECTORS'  
EQUITY COMPENSATION AND DEFERRAL PLAN**

This amendment to the Rules Governing Awards under the Chevron Corporation Non-Employee Directors' Equity Compensation and Deferral Plan, as amended and restated effective December 9, 2008 (the "Rules"), as described below, is intended to permit the correction of a failure to issue all or part of a retainer stock option.

The changes in this amendment are effective July 24, 2018.

1. Section III (Retainer Stock Options) is amended by adding a new subsection (c)(5) to read as follows:

(5) Notwithstanding any contrary provision in these Rules, if the Committee mistakenly does not grant all or a portion of a Retainer Stock Option to an electing Non-Employee Director for an Annual Compensation Cycle in accordance with this subsection (c), the Committee may, in its sole discretion, subsequently grant a Retainer Stock Option to such Non-Employee Director for such Annual Compensation Cycle for which the number of Shares, the exercise price, the vesting schedule, and/or the exercise period are different from those otherwise set forth in this subsection (c); provided, however, that the exercise price of any such Retainer Stock Option shall not be less than the Fair Market Value of a Share on the grant date, and no Retainer Stock Option may be exercised more than ten (10) years after the grant date. In all other respects, the terms and conditions of any such Retainer Stock Option shall be consistent with these Rules, and in all respects, the terms and conditions of any such Retainer Stock Option shall be consistent with the Plan.



**Pearl Meyer**

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## 2018 Non-Employee Director Compensation Review

Prepared for the Board Nominating & Governance Committee  
*November 21, 2018*

[REDACTED]  
Managing Director

[REDACTED]  
Vice President

[REDACTED]

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competitive information)**

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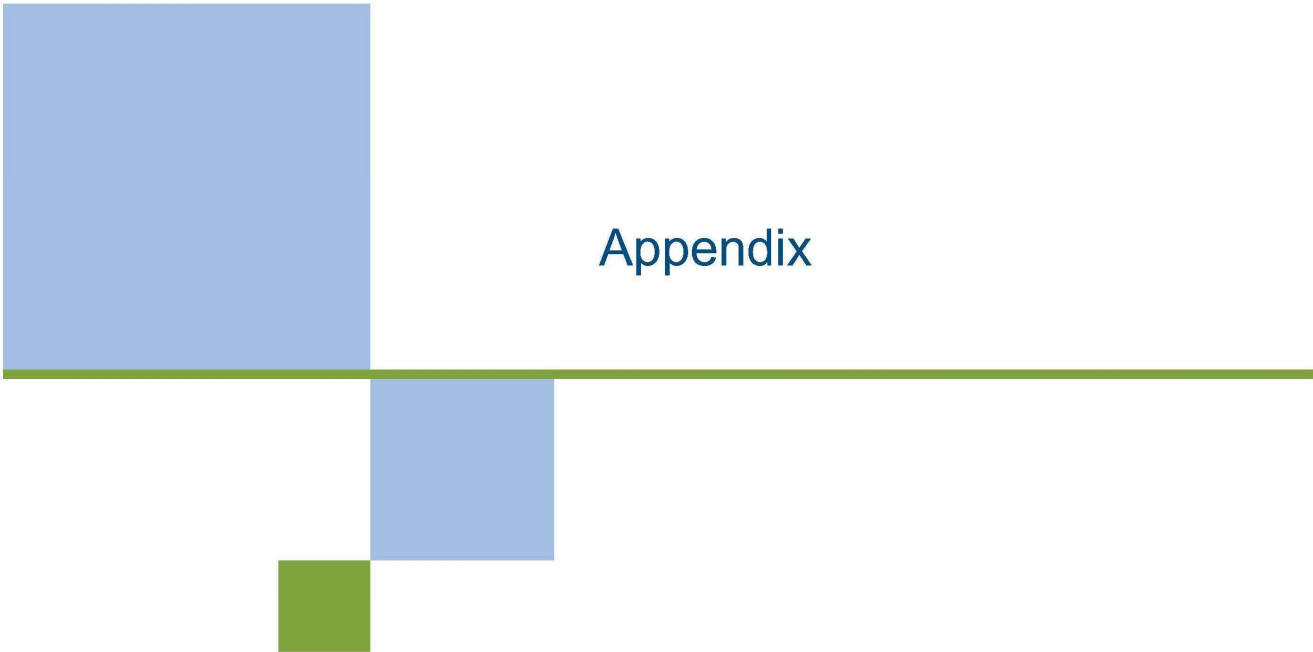
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competitive information)**



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Appendix

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**ANNUAL BOARD, BOARD COMMITTEE, AND INDIVIDUAL DIRECTOR  
PERFORMANCE EVALUATION PROCESS REVIEW**

**BOARD NOMINATING AND GOVERNANCE COMMITTEE**

**DECEMBER 4, 2018**

**4**

The Board Nominating and Governance Committee is responsible for overseeing the annual performance evaluation of the Board and its Committees as required by Chevron's Corporate Governance Guidelines, the Committee Charters, and the New York Stock Exchange Listing Standards. The performance evaluations are intended to determine whether the Board and its Committees are functioning effectively and to provide an opportunity for Directors to identify improvements to Board and Committee processes.

The Committee has used a written questionnaire for the Board and Board Committee performance evaluations since 2003, when the NYSE first began requiring that Boards, nominating/governance committees, compensation committees, and audit committees conduct annual performance evaluations. The questionnaire is updated annually and approved by the Committee. The performance evaluation questionnaire seeks to identify whether change is needed in the qualifications of the Directors, the Board's oversight responsibility, the Board's conduct, the structure of the Board or committees, or the adequacy of the information provided to the Board and its committees. The questionnaire results are compiled by the Corporate Secretary for the Committee's review at its January 29 meeting. The current questionnaire is attached for the Committee's review as [Appendix A](#).

Since 2008, the Committee has supplemented the Board and Board Committee Performance Evaluation Questionnaire with individual conversations between the Lead Director and the individual members of the Board, providing an opportunity for dialogue regarding, among other things, individual Director performance. This year, we are recommending the addition of an Individual Director Performance Evaluation Questionnaire to enhance and make more rigorous the evaluation of individual Director performance. The draft Individual Director Performance Evaluation Questionnaire is attached for the Committee's review as [Appendix B](#). Under the proposed enhancement, each Director will complete the Individual Director Performance Evaluation Questionnaire for each other Director (other than the Chairman/CEO whose evaluation is handled separately) and send the completed questionnaires to Meredith Cross, a partner at the law firm of Wilmer Hale. Ms. Cross will prepare a report based on the aggregated, anonymous information from the questionnaires for each Director (the individual questionnaires will be destroyed) and deliver the reports to the Lead Director (with a copy to the Board Chairman), except for the report on the Lead Director, which will be delivered to the Chairman of the Audit Committee (with a copy to the Board Chairman). The Lead Director will then meet individually with each Director and deliver the results of the individual Director's evaluation (the Audit Committee Chair will deliver to the Lead Director the results of the Lead Director's evaluation).

At the December 4 Committee meeting, the Corporate Secretary will seek feedback and suggestions on the processes and content of the 2018 evaluation questionnaires. If the Committee determines to use this evaluation process, the Corporate Secretary will incorporate the Committee's feedback into the evaluation questionnaires and send them to the Directors the third week of December.

Corporate Secretary and  
Chief Governance Officer  
November 28, 2018

**CHEVRON CORPORATION**  
**2018 BOARD AND BOARD COMMITTEE PERFORMANCE EVALUATION**  
**QUESTIONNAIRE**

4

Chevron's Corporate Governance Guidelines require the Board to conduct an annual self-evaluation to assess Chevron's Board and Board Committees' performance and effectiveness. This questionnaire has been designed to facilitate that self-evaluation for 2018. Please complete this questionnaire by January 4, 2019. **You are strongly encouraged to provide written comments.** The Corporate Secretary will consolidate all responses without attribution to individuals. Additionally, as part of the evaluation process, the Lead Director will call each Director to gather oral comments to supplement the written questionnaire. The Board Nominating and Governance Committee will review the results and present its recommendations to the Board for a discussion that will take place in January. Consistent with Chevron's document retention policies, upon completion of the evaluation process and the preparation of the minutes that serve as a written record of the process, all individual Director questionnaires will be destroyed.

### **I. BOARD STRUCTURE**

1. A skills and qualifications matrix for our Independent Directors is in the Resource Center. Does the Board as a whole possess the right skills and experience for the issues facing Chevron?

☐ Yes ☐ No

Comments

- 1.1 Diversity of age.

☐ Yes ☐ No

Comments

- 1.2 Diversity of gender and ethnicity.

☐ Yes ☐ No

Comments

1.3 Leadership experience as a chief executive officer, senior executive, or leader of significant business operations.

☐ Yes      ☐ No

Comments

1.4 Expertise in science/technology, engineering, research, or academia.

☐ Yes      ☐ No

Comments

1.5 Extensive knowledge of governmental, regulatory, legal, or public policy issues.

☐ Yes      ☐ No

Comments

1.6 Expertise in finance, financial disclosure, or financial accounting.

☐ Yes      ☐ No

Comments

1.7 Experience in global business or international affairs.

☐ Yes      ☐ No

Comments

1.8 Experience in environmental affairs.

☐ Yes      ☐ No

Comments

1.9 Service as a public company board director.

☐ Yes      ☐ No

Comments regarding value and limits of service on other public company boards.

1.10 Overall size.

☐ Yes      ☐ No

Comments

2. How satisfied are you with the time the Board has spent on Director succession?

☐                      ☐                      ☐  
Not Satisfied                      Satisfied                      Very Satisfied

2.1. Do you have any comments or suggestions regarding Director succession?

## II. KEY BOARD RESPONSIBILITIES

3. How satisfied are you with the Board's commitment to building stockholder value?

☐ ☐ ☐  
Not Satisfied Satisfied Very Satisfied

4

- 3.1. Do you have any comments or suggestions?

4. How satisfied are you with the process for reviewing the effectiveness of capital expenditures (reporting of results of operating company capital expenditures and regular tracking of the largest capital projects for the Board)?

☐ ☐ ☐  
Not Satisfied Satisfied Very Satisfied

- 4.1. Do you have any comments or suggestions for the review process or the look back reports?

5. How effective is Chevron's strategic planning process and your opportunity to have input into the overall strategy?

☐ ☐ ☐  
Not Effective Effective Very Effective

- 5.1. Do you have any comments or suggestions on this year's process?

6. How satisfied are you with Chevron's processes and controls for safeguarding assets and managing and identifying major risks and opportunities?

☐ ☐ ☐  
Not Satisfied Satisfied Very Satisfied

- 6.1. Do you have any comments or suggestions regarding risk management?



7. How effective is the succession planning process for the CEO and senior executives, including the consideration of successors for positions in the event of an emergency and in five to ten years?

☐                      ☐                      ☐  
 Not Effective                      Effective                      Very Effective

7.1 Do you have any comments or suggestions regarding succession planning?

8. How effective is the CEO evaluation process?

☐                      ☐                      ☐  
 Not Effective                      Effective                      Very Effective

8.1 Do you have any comments or suggestions regarding the CEO evaluation?

9. Are you satisfied with your contacts with management outside of Board meetings and your opportunities to meet and observe potential successors to key management positions?

☐ Yes                      ☐ No

Comments

10. Do you feel that the Board encourages a culture that promotes candid communication and rigorous decision-making?

☐ Yes                      ☐ No

Comments

11. Are you satisfied with the means of communications between the Board and stockholders (large institutional investors and activist stockholders)?

☐ Yes ☐ No

Comments

12. Do you believe it is effective for Directors to engage in direct communication with stockholders?

☐ Yes ☐ No

Comments

13. Are you satisfied with the level of Chevron's disclosure, especially in regard to environmental, social, and governance issues?

☐ Yes ☐ No

Comments

### III. BOARD MEETINGS

4

14. In 2018, the Board visited Houston and Argentina. In March 2019, the Board will visit Houston. Do you have any suggestions of operations/facilities you would like to visit in the future?

☐ Yes ☐ No

Comments

15. Regular business matters, special reports requested by Board members, annually scheduled topics, and other known Board business are included with the Board agendas. How satisfied are you with the current Board agendas and with the information in written meeting materials?

☐ Not Satisfied ☐ Satisfied ☐ Very Satisfied

- 15.1. Do you have any suggestions on additional subjects you would like covered or materials or information you would like provided?

- 15.2. Are there any subjects currently covered in Board meetings that you would like deleted from the agenda or that should be delegated to a Board Committee?

16. A week before a Board meeting, each Board member receives the agenda, any available pre-read, and the previous Board and Committee meeting draft minutes, with a cover letter highlighting important matters on the agenda. How satisfied are you with the information you receive before Board meetings?

☐ Not Satisfied ☐ Satisfied ☐ Very Satisfied

- 16.1. What would you like added, eliminated, or condensed?

17. Are you satisfied with the quality of the Board presentations?

☐ Yes ☐ No

Comments

18. Is there sufficient time for questions and discussion at the Board meetings?

☐ Yes ☐ No

Comments

19. How effective is the practice of having an executive session for independent Directors at the end of each regular meeting?

☐ Not Effective ☐ Effective ☐ Very Effective

- 19.1. Do you have any comments or suggestions on this practice?

20. How satisfied are you with Director education and the in-depth briefings? In 2018, education and in-depth briefing topics included Upstream performance; Downstream & Chemicals performance; cybersecurity; energy demand and supply; crude volatility; future energy transition; enterprise risk management; major capital projects; financing and debt strategy; uses of cash; exploration; reserves replacement; drilling; litigation; market; health, environment and safety; executive succession; technology innovation; crude trading floor overview; Pipeline Control Center overview; Drilling & Completions Decision Support Center; Argentina and Venezuela country risk.

☐ Not Satisfied ☐ Satisfied ☐ Very Satisfied

- 20.1. Do you have any suggestions on Director education and in-depth briefing topics you would like covered in 2019? Do you want any specific topics repeated or expanded?

IV. BOARD COMMITTEES' STRUCTURE AND PERFORMANCE

21. The Board has four standing Committees Audit; Board Nominating and Governance; Management Compensation; and Public Policy. Members serve staggered terms enabling Directors to rotate periodically to different Committees. Committee Chairpersons serve four- to six-year terms to facilitate rotation. The Audit Committee meets approximately nine times per year and Audit Committee members generally serve on only one Committee. Each other Committee meets three to five times per year, and Committee members generally serve on two Committees.

How effective are the Committee structures, rotation of members and Chairs, and operating procedures?

☐ Not Effective                      ☐ Effective                      ☐ Very Effective

21.1. Do you have any comments regarding the Board Committee structure?

22. How effective was the Audit Committee in performing its responsibilities, as outlined in its Committee Charter?

☐ Not Effective                      ☐ Effective                      ☐ Very Effective

22.1. Do you have any suggestions regarding subjects that should receive more or less Committee focus, materials provided, or presentations and discussion?

23. How effective was the Board Nominating and Governance Committee in performing its responsibilities, as outlined in its Committee Charter?

☐ Not Effective                      ☐ Effective                      ☐ Very Effective

23.1. Do you have any suggestions regarding subjects that should receive more or less Committee focus, materials provided, or presentations and discussion?

24. How effective was the Management Compensation Committee in performing its responsibilities, as outlined in its Committee Charter?

- ☐ Not Effective
- ☐ Effective
- ☐ Very Effective

24.1. Do you have any suggestions regarding subjects that should receive more or less Committee focus, materials provided, or presentations and discussion?

25. How effective was the Public Policy Committee in performing its responsibilities, as outlined in its Committee Charter?

- ☐ Not Effective
- ☐ Effective
- ☐ Very Effective

25.1. Do you have any suggestions regarding subjects that should receive more or less Committee focus, materials provided, or presentations and discussion?

V. INDIVIDUAL RESPONSIBILITIES

26. Some key elements of individual Director performance are:

- a. regular attendance;
- b. adequate preparation;
- c. understanding of Chevron’s values, mission, strategy, and business plans;
- d. participation in discussion; and
- e. independence of thought, comment, actions.

Please share any comments you have concerning these individual responsibilities.

27. Do you have any suggestions as to how we can help you be better prepared?

- ☐ Yes
- ☐ No

Comments

## VI. OVERALL COMMENTS

4

28. Some key elements enabling the Board to successfully carry out its responsibilities are:

- a. knowledge of Chevron Corporation and subsidiary operations;
- b. knowledge of the technical and economic aspects of the industry;
- c. insights into new technological trends and developments;
- d. ability to understand and use Chevron's financial data;
- e. familiarity with corporate law and tax matters;
- f. familiarity with equity or debt financing matters; and
- g. familiarity with international and U.S. politics and government and regulatory affairs.

How effective is the Board overall in bringing together these key elements?

☐

Not Effective

☐

Effective

☐

Very Effective

- 28.1 Should Chevron provide any additional information, schedule additional presentations, or take any other steps to strengthen any of these elements? If so, which ones?

29. Are there any modifications to the corporate governance guidelines or other corporate governance issues you would like Chevron to consider?

☐

Yes

☐

No

Comments

30. Are the stock ownership guidelines (below) for Directors and Officers appropriate?

***Stock Ownership Guidelines:***

*Independent Directors – Seven (7) times the annual cash retainer amount or 15,000 shares of stock or stock units after five years of service as a Director.*

*Officers – Targets are based on a multiple of base salary:*

*CEO six (6) times;*

*Executive Vice Presidents and CFO four (4) times;*

*all other Executive Officers two (2) times.*

☐

Yes

☐

No

Comments:

31. What are the three most important things the Board should focus on next year?

32. How can management better assist the Board in carrying out its duties?

33. Is this questionnaire an effective tool for evaluating Board and Board Committee processes and effectiveness?

☐

Yes

☐

No

Comments

34. Please comment on any other areas you feel need improvement or have not been covered by this assessment. The Lead Director will be calling you, but feel free to contact the Lead Director to share comments or suggestions regarding individual Director performance, future Directors, or any other topics.



**CHEVRON CORPORATION  
INDIVIDUAL DIRECTOR PERFORMANCE EVALUATION QUESTIONNAIRE**

4

[DIRECTOR NAME (one form for each independent director)]

1. Reflecting on her/his overall performance as a member of the Chevron Board, I believe this director is:

☐ Very effective      ☐ Effective, with some gaps      ☐ Not effective

2. What are some important strengths/contributions this Director brings to the Chevron Board?

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3. What are some opportunities for improvement that might make this Director more effective?

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4. Would you recommend that this Director be nominated for re-election to the Board?

☐ Yes      ☐ Yes, with reservations      ☐ No

Please explain.

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5. Any additional comments?

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**CHEVRON CORPORATION  
BOARD NOMINATING AND GOVERNANCE COMMITTEE  
2019 MEETING PLAN**

**January 29, 2019**

- Board, Board Committees' and Individual Director Performance Evaluation
- Board Nominating and Governance Committee's Performance Self-Evaluation
- Succession Planning for Directors and Director Candidate Review
- Responses to Stockholder Proposals (joint meeting with PPC)
- Annual Stockholder Meeting Resolutions (joint meeting with PPC)
- Stockholder Correspondence to Board Review
- Section 16 Insider Trading Transactions Review

**February 19, 2019 (tentative)**

- Independence review relating to Audit Committee member (if needed)

**March 26, 2019**

- Independence and Related Person Transactions Review
- Board Committee Qualifications Determination
- Board Composition and Director Nominees Determination
- Board Committee Composition Review and Assignments
- Corporate Governance Disclosure for Proxy Statement
- Annual Determination of Statutory Insiders
- Succession Planning for Directors and Director Candidate Review

**May 28, 2019**

- 2019 Retainer Options Black-Scholes Valuation Determination
- Review Preliminary Voting Results
- Succession Planning for Directors and Director Candidate Review

**July 30, 2019**

- 2019 Proxy Season Review
- Annual Corporate Governance Assessment
- D&O Insurance Review
- Succession Planning for Directors and Director Candidate Review
- Stockholder Correspondence to Board Review
- Section 16 Insider Trading Transactions Review

**December 3, 2019**

- Board and Board Committees Performance Evaluation Process Review
- 2020 Proxy Season Preview and Update on Engagement Plan
- Succession Planning for Directors and Director Candidate Review
- Non-Employee Director Compensation Review (biennial)
- 2020 BN&GC Meeting Plan Review