

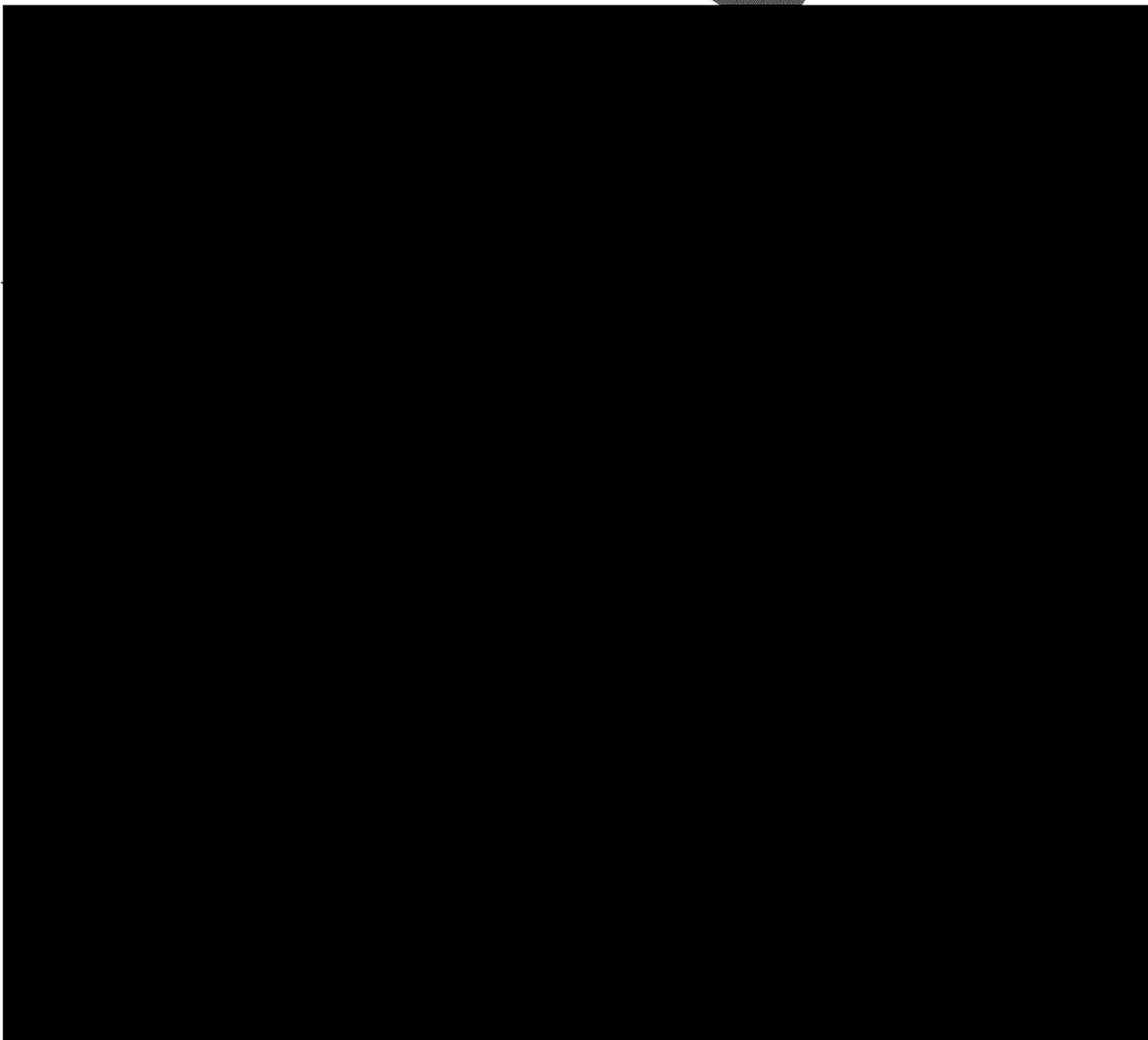
February 24, 2021

A meeting of the Audit Committee was held in Room 5 at the Corporation's Headquarters, 5959 Las Colinas Boulevard, Irving, Texas, on Wednesday, February 24, 2021, at 8:32 A.M., pursuant to prior notice.

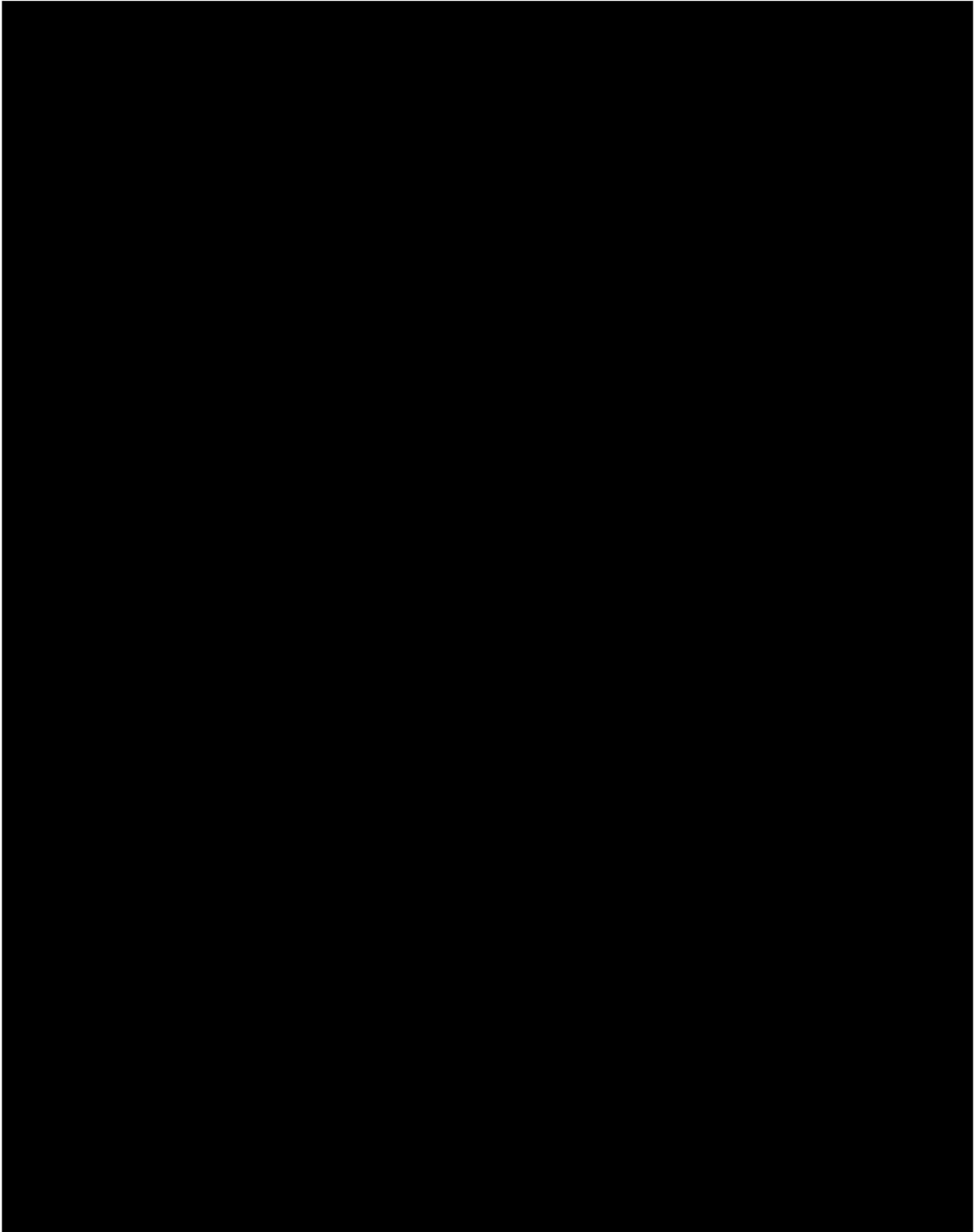
Present by teleconference were Ursula M. Burns, Joseph. L. Hooley, Douglas R. Oberhelman and William C. Weldon.

Richard G. Auter, Emily K. Harvey and Thomas E. Smith of PricewaterhouseCoopers LLP (PwC), Beth E. Casteel, Len M. Fox, David S. Rosenthal and Andrew P. Swiger were also present.

Ms. Burns, Chair, presided; and David R. Woodcock, Secretary, recorded the proceedings.



February 24, 2021



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[REDACTED]

Mr. Rosenthal reviewed and the Board discussed various disclosures included in the draft 2020 Annual Report on Form 10-K containing the consolidated financial statements of the Corporation and its subsidiary companies, including [REDACTED]

[REDACTED] other notable items which included a new section on positioning for a lower-carbon energy future, [REDACTED]

[REDACTED] The draft 2020 Annual Report on Form 10-K to be filed with the SEC was distributed to the Directors prior to the meeting, a copy of which has been identified by the Secretary and filed with the records of the Corporation.

Mr. Littleton provided an overview of the 2020 Annual Report which includes the Form 10-K with additional wrapped content of 16 pages focused on what the Corporation does, the energy and products it provides, the benefits those products have on people's lives, and efforts to minimize environmental impacts. Mr. Littleton highlighted the thank you letter that addressed the unprecedented challenges society and the company faced in 2020, the letter to shareholders, the dual energy challenge and positioning for a lower-carbon energy future, energy transition, and a corporate overview of our activities and businesses. Copies of the material were provided to the Directors prior to the meeting, identified by the Secretary, and filed with the records of the Corporation.

[REDACTED]

February 24, 2021

[REDACTED]

[REDACTED]

Secretary

[REDACTED]

Secretary of the Meeting Pro Tempore

HCOR