

Chevron Corporation
Annual Meeting of Stockholders
Wednesday, May 31, 2023, 8:00 a.m. PDT
Rules of conduct and procedures

Welcome to the Chevron Corporation 2023 Annual Meeting of Stockholders. In fairness to all attendees and in the interest of an orderly meeting, we ask for your cooperation in honoring the following rules of conduct and procedures:

1. The business of the Annual Meeting of Stockholders (“Annual Meeting”) is set forth in the Agenda.
2. The only business matters to be conducted at the Annual Meeting are the matters set forth in the Chevron Corporation 2023 Notice of Annual Meeting of Stockholders and the 2023 Proxy Statement.
3. Only stockholders as of the close of business on April 3, 2023, the record date, or their legal proxy holders, are entitled to participate, submit questions and vote at the Annual Meeting. Stockholders may vote until the polls close. Except as provided below, the polls will close immediately after the preliminary report on voting and before the question and answer session. If you have already voted your shares by proxy, your vote has been received and there is no need to vote again, unless you wish to revoke or change your vote.
4. During the presentation of a stockholder proposal, the presenter will have two minutes to present, whether the proposal is presented live or in a prerecording. The presenter should limit their comments to the stockholder proposal being presented.
5. Director nominations and stockholder proposals will not be accepted at the meeting.
6. We welcome questions from stockholders. We will have a question and answer session where we will take questions submitted through the virtual annual meeting portal. Stockholders may submit questions before and during the meeting on the [virtual annual meeting portal website](#) by typing into the “Ask a Question” field and clicking the “submit” button. In order to give as many stockholders as possible the opportunity to ask questions, we ask that you please limit yourself to one question. We may summarize the question in the interest of time and clarity. If we are not able to get to every question submitted, we will post a summary of the remaining questions and answers on [the investor relations page](#) of the Company’s website. In cases where multiple questions of the same topic are submitted, we may consolidate the questions and respond collectively. If a question violates the rules of conduct and procedures, we will refrain from answering the question. Given the limited time available, extraneous statements that are not related to a question will not be addressed during the Annual Meeting.
7. The Chair of the Meeting will not address questions that are:
 - a. Irrelevant to the business of the Company or the conduct of its operations;
 - b. Related to pending or threatened litigation;
 - c. Derogatory or otherwise not in good taste;

- d. Substantially repetitive of questions posed by other stockholders; or
 - e. Related to personal grievances.
8. If, during the Annual Meeting, there is a technical malfunction that results in the Company being unable to proceed with the Annual Meeting, the Annual Meeting will be adjourned, to reconvene at 12:00 pm PDT on the date of the Annual Meeting at the Company's headquarters in San Ramon, California, which information will be displayed, if possible, on the meeting website during the time originally scheduled for the Annual Meeting, for the sole purpose of accepting ballots transmitted by email and closing the polls on all items of business. In the event of such an adjournment, stockholders and proxyholders can request a ballot by emailing corpgov@chevron.com, and once completed, such ballots must be transmitted to that same email address prior the reconvening of the Annual Meeting in order to be counted. Stockholders and proxyholders likely will be unable to rejoin the reconvened Annual Meeting, and are therefore encouraged to request and submit an electronic ballot in the circumstances described in this paragraph. The Chair of the Meeting has authorized any officer present at the physical location of the reconvened Annual Meeting to act in his place and to accept any votes submitted by email ballot.
9. In the event of a technical malfunction or other situation that the Chair of the Meeting determines may affect the ability of the meeting to satisfy the requirements for a stockholder meeting to be held by means of remote communication under the Delaware General Corporation Law, or that otherwise makes it advisable to adjourn the meeting, the Annual Meeting will be adjourned, to reconvene at 8:30 a.m. PDT on May 31, 2023, at the Company's headquarters in San Ramon, California, which information will be displayed, if possible, on the meeting website during the time originally scheduled for the Annual Meeting, solely for the purpose of adjourning the meeting to reconvene at a date, time, and physical or virtual location announced by the Chair of the Meeting. Under either of the foregoing circumstances, we will post information regarding the announcement on [the investor relations page](#) of the Company's website.
10. While stockholders will be able to access the meeting via live audio webcast, recording the Annual Meeting is prohibited.

The Chair of the Meeting in his sole discretion may conduct the meeting and rule on any questions or procedural matters that may arise.

If you have difficulty accessing the Annual Meeting, please call 844-976-0738 (toll free) or 303-562-9301 (international). Technicians will be available to assist you.

Please submit any additional questions, comments, or suggestions regarding this meeting by email at corpgov@chevron.com or by telephone by calling 1-877-259-1501.

We appreciate your cooperation, and we thank you for attending the Chevron Corporation 2023 Annual Meeting of Stockholders.

Chevron Corporation
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Wednesday, May 31, 2023, 8:00 a.m. PDT
Agenda

Call to order

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

Opening remarks

Michael K. Wirth, *Chairman of the Board and Chief Executive Officer*

Matters to be voted on*

- Item 1 Election of Directors
Nominees are:
- | | | |
|------------------------|---------------------|----------------------|
| Wanda M. Austin | Marillyn A. Hewson | Debra Reed-Klages |
| John B. Frank | Jon M. Huntsman Jr. | D. James Umpleby III |
| Alice P. Gast | Charles W. Moorman | Cynthia J. Warner |
| Enrique Hernandez, Jr. | Dambisa F. Moyo | Michael K. Wirth |
- Item 2 Ratification of Appointment of PwC as Independent Registered Public Accounting Firm
- Item 3 Advisory Vote to Approve Named Executive Officer Compensation
- Item 4 Advisory Vote on the Frequency of Future Advisory Votes on Named Executive Officer Compensation
- Item 5 Stockholder Proposal to Rescind the 2021 “Reduce Scope 3 Emissions” Stockholder Proposal
- Item 6 Stockholder Proposal to Set a Medium-Term Scope 3 GHG Emissions Reduction Target
- Item 7 Stockholder Proposal to Recalculate Emissions Baseline to Exclude Emissions from Material Divestitures
- Item 8 Stockholder Proposal to Establish Board Committee on Decarbonization Risk
- Item 9 Stockholder Proposal to Report on Worker and Community Impact from Facility Closures and Energy Transitions
- Item 10 Stockholder Proposal to Report on Racial Equity Audit
- Item 11 Stockholder Proposal to Report on Tax Practices
- Item 12 Stockholder Proposal to Adopt an Independent Chair

Preliminary report on voting

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

Polls close for voting

Stockholder Question and Answer session

Adjournment

***Votes will be accepted until the polls are closed. To vote, please click the “Vote Here” button on your screen.**