



## ConocoPhillips Announces Cash Tender Offer For up to \$400 Million of Debt Securities

March 14, 2018 08:35 AM Eastern Daylight Time

HOUSTON--(BUSINESS WIRE)--ConocoPhillips (NYSE: COP) announced today that ConocoPhillips and its wholly-owned subsidiary, ConocoPhillips Company ("CPCo") have commenced a cash tender offer (the "Tender Offer") to purchase up to \$400 million in aggregate principal amount (the "Maximum Tender Offer Amount") of outstanding notes listed in the table below (collectively, the "Notes" and each a "Series" of Notes), in the order of priority shown in the table below.

Acceptance Priority Level	CUSIP/ISIN	Title of Security	Purchaser	Original		Reference U.S. Treasury Security	Bloomberg Reference Page	Fixed Spread (basis points) (2)
				Issuer (1)	Aggregate Principal Amount Outstanding			
1	122014AE3 / US122014AE34	9.125% Senior Notes due 2021	CPCo	BRI	\$150,000,000	2.25% U.S. Treasury due 2/15/21	FIT1	65
2	122014AH6 / US122014AH64	8.200% Senior Notes due 2025	CPCo	BRI	\$150,000,000	2.75% U.S. Treasury due 2/15/28	FIT1	80
3	891490AT1 / US891490AT14	8.125% Senior Notes due 2030	CPCo	TOSCO	\$600,000,000	2.75% U.S. Treasury due 2/15/28	FIT1	100
4	891490AS3 / US891490AS31	7.900% Senior Notes due 2047	CPCo	TOSCO	\$100,000,000	2.75% U.S. Treasury due 11/15/47	FIT1	120
5	891490AR5 / US891490AR57	7.800% Senior Notes due 2027	CPCo	TOSCO	\$300,000,000	2.75% U.S. Treasury due 2/15/28	FIT1	85
6	546268AG8 / US546268AG84	7.650% Senior Notes due 2023	CPCo	LLEC	\$87,920,000	2.625% U.S. Treasury due 2/28/23	FIT1	80
7	122014AL7 / US122014AL76	7.375% Senior Notes due 2029	CPCo	BRI	\$92,184,000	2.75% U.S. Treasury due 2/15/28	FIT1	100
8	20825UAC8 / US20825UAC80	7.250% Senior Notes due 2031	CPCo	CFC	\$500,000,000	2.75% U.S. Treasury due 2/15/28	FIT1	105
9	718507BK1 / US718507BK18	7.000% Senior Notes due 2029	CPCo	PPC	\$200,000,000	2.75% U.S. Treasury due 2/15/28	FIT1	100
10	208251AE8 / US208251AE82	6.950% Senior Notes due 2029	CPCo	CINC	\$1,549,114,000	2.75% U.S. Treasury due 2/15/28	FIT1	95
11	122014AJ2 / US122014AJ21	6.875% Senior Notes due 2026	CPCo	BRI	\$67,315,000	2.75% U.S. Treasury due 2/15/28	FIT1	85
12	20825CAQ7 / US20825CAQ78	6.500% Senior Notes due 2039	COP	COP	\$2,750,000,000	2.75% U.S. Treasury due 11/15/47	FIT1	115

(1) Any series of Notes designated with "BRI" was originally issued by Burlington Resources Inc. Any Series of Notes designated with "TOSCO" was originally issued by Tosco Corporation. Any Series of Notes designated with "LLEC" was originally issued by The Louisiana Land and Exploration Company. Any Series of Notes designated with "CFC" was originally issued by Conoco Funding Company. Any Series of Notes designated with "PPC" was originally issued by Phillips Petroleum Company. Any Series of Notes designated with "CINC" was originally issued by Conoco Inc. Any Series of Notes designated with "CPCo" was originally issued by ConocoPhillips Company. Any Series of Notes designated with "COP" was issued by ConocoPhillips.

(2) Includes the Early Tender Premium of \$30 per \$1,000 principal amount of Notes for each Series (the "Early Tender Premium").

The terms and conditions of the Tender Offer are described in an Offer to Purchase dated March 14, 2018 (as it may be amended or supplemented, the "Offer to Purchase"). The Tender Offer is subject to the satisfaction of certain conditions as set forth in the Offer to Purchase. Subject to applicable law, the purchasers may waive any and all of these conditions or extend, terminate or withdraw the Tender Offer with respect to one or more Series of Notes and/or increase or decrease the Maximum Tender Offer Amount. The Tender Offer is not conditioned upon any minimum amount of Notes being tendered. Capitalized terms used in this news release and not defined herein have the meanings given to them in the Offer to Purchase.

The amounts of each Series of Notes that are purchased in the Tender Offer will be determined in accordance with the priorities identified in the column "Acceptance Priority Level" in the table above. The Tender Offer will expire one minute after 11:59 p.m., New York City time, on April 10, 2018, unless extended (such date and time, as the same may be extended, the "Expiration Date") or earlier terminated. In order to receive the applicable Total Tender Offer Consideration, holders of Notes subject to the Tender Offer must validly tender and not validly withdraw their Notes before the Early Tender Deadline, which is 5:00 p.m., New York City time, on March 27, 2018, unless extended. Holders of Notes subject to the Tender Offer who validly tender their Notes after the Early Tender Deadline and before the Expiration Date and whose Notes are accepted for purchase will receive the applicable Late Tender Offer Consideration.

The applicable Total Tender Offer Consideration for each \$1,000 in principal amount of Notes tendered and not withdrawn before the Early Tender Deadline and accepted for payment pursuant to the Tender Offer or the Early Settlement Date (as defined below) will be determined in the manner described in the Offer to Purchase. The consideration will be determined by reference to a fixed spread specified for each Series of Notes over the yield based on the bid-side price of the applicable Reference U.S. Treasury Security specified in the table above, as fully described in the Offer to Purchase. The consideration will be calculated by the Dealer Managers for the Tender Offer at 2:00 p.m., New York City time, on the business day immediately following the Early Tender Deadline, unless extended (such date and time, as the same may be extended, the "Price Determination Date"). The Price Determination Date is expected to be March 28, 2018. The applicable Early Tender Premium for each Series of Notes as set forth in the table above. The Late Tender Offer Consideration for the Notes purchased pursuant to the Tender Offer will be calculated by taking the Total Tender Offer Consideration for the applicable Series of Notes and subtracting from it the Early Tender Premium of \$30 per \$1,000 principal amount of Notes.

In addition to the applicable Total Tender Offer Consideration or applicable Late Tender Offer Consideration, as the case may be, accrued and unpaid interest up to, but not including, the applicable Settlement Date will be paid in cash on all validly tendered Notes accepted for purchase in the Tender Offer. The purchase price plus accrued and unpaid interest for Notes that are validly tendered and not validly withdrawn on or before the Early Tender Deadline and accepted for purchase will be paid by the Company in same day funds promptly following the Early Tender Deadline (the "Early Settlement Date"). The Company expects that the Early Settlement Date will be March 29, 2018, the first business day after the Price Determination Date. The purchase price plus accrued and unpaid interest for Notes that are validly tendered after the Early Tender Deadline and on or before the Expiration Date and accepted for purchase will be paid by the Company in same day funds promptly following the Expiration Date (the "Final Settlement Date"). The Company expects that the Final Settlement Date will be April 11, 2018, the first business day after the Expiration Date, assuming the Maximum Tender Offer Amount is not purchased on the Early Settlement Date. No tenders will be valid if submitted after the Expiration Date. If Notes are validly tendered and not validly withdrawn in an aggregate principal amount greater than the Maximum Tender Offer Amount as of the Early Tender Deadline, Holders who validly tender Notes after the Early Tender Deadline but on or before the Expiration Date will not have any of their Notes accepted for purchase. Holders of Notes subject to the Tender Offer who validly tender their Notes on or before the Early Tender Deadline may not withdraw their Notes after 5:00 p.m., New York City time, on March 27, 2018, unless extended (such date and time, as the same may be extended, the "Withdrawal Deadline"), except in the limited circumstances described in the Offer to Purchase. Holders of Notes subject to the Tender Offer who validly tender their Notes after the Withdrawal Deadline but on or before the Expiration Date may not withdraw their Notes except in the limited circumstances described in the Offer to Purchase.

Subject to the Maximum Tender Offer Amount, all Notes validly tendered and not validly withdrawn at or before the Early Tender Deadline having a higher Acceptance Priority Level will be accepted before any validly tendered and not validly withdrawn Notes having a lower Acceptance Priority Level, and all Notes validly tendered after the Early Tender Deadline having a higher Acceptance Priority Level will be accepted before any Notes tendered after the Early Tender Deadline having a lower Acceptance Priority Level. However, if Notes are validly tendered and not validly withdrawn in an amount less than the Maximum Tender Offer Amount as of the Early Tender Deadline, Notes validly tendered and not validly withdrawn at or before the Early Tender Deadline will be accepted for purchase in priority to Notes tendered after the Early Tender Deadline even if such Notes tendered after the Early Tender Date have a higher Acceptance Priority Level than Notes validly tendered and not validly withdrawn at or before the Early Tender Deadline. Notes of the Series in the last Acceptance Priority Level accepted for purchase in accordance with the terms and conditions of the Tender Offer may be subject to proration so that the Company will only accept for purchase Notes with an aggregate principal amount of up to the Maximum Tender Offer Amount.

Subject to applicable law, the Tender Offer may be amended, extended, terminated or withdrawn with respect to one or more Series of Notes at any time. If the Tender Offer is terminated with respect to any Series of Notes without Notes of such Series being accepted for purchase, Notes of such Series tendered pursuant to the Tender Offer will promptly be returned to the tendering Holders. Notes tendered pursuant to the Tender Offer and not purchased due to the priority acceptance procedures or due to proration will be returned to the tendering Holders promptly following the Expiration Time or, if the Tender Offer is fully subscribed as of the Early Tender Deadline, promptly following the Early Tender Deadline. The purchasers' obligation to accept for purchase, and to pay for, validly tendered and not validly withdrawn Notes, and accepted for purchase pursuant to the Tender Offer, is subject to, and conditioned upon, satisfaction or, where applicable, waiver of the conditions to the Tender Offer described in the Offer to Purchase.

Citigroup Global Markets Inc. and MUFG Securities Americas Inc. are the Dealer Managers for the Tender Offer. Barclays Capital Inc., Credit Agricole Securities (USA) Inc., Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., HSBC Securities (USA) Inc., and Wells Fargo Securities, LLC are the Co-Dealer Managers for the Tender Offer. Global Bondholder Services Corporation is the Tender Agent and Information Agent. Persons with questions regarding the Tender Offer should contact Citigroup Global Markets Inc. at (toll-free) (+1) (800) 558-3745 and MUFG Securities Americas Inc. at (toll-free) (+1) (877) 744-4532. Requests for copies of the Offer to Purchase, Letter of Transmittal and related materials should be directed to Global Bondholder Services Corporation at (+1) (212) 430-3774, (toll-free) (+1) (866) 924-2200 or [contact@gbsc-usa.com](mailto:contact@gbsc-usa.com). Questions regarding the tendering of Notes may be directed to Global Bondholder Services Corporation at (toll-free) (+1) (866) 924-2200.

This news release is neither an offer to purchase nor a solicitation of an offer to sell the Notes. The Tender Offer is made only by the Offer to Purchase and the information in this news release is qualified by reference to the Offer to Purchase and related Letter of Transmittal dated March 14, 2018. None of ConocoPhillips or its affiliates, their respective boards of directors, the Dealer Managers, the Co-Dealer Managers, the Tender Agent and Information Agent or the trustees with respect to any Notes is making any recommendation as to whether holders should tender any Notes in response to the Tender Offer, and neither ConocoPhillips nor any such other person has authorized any person to make any such recommendation. Holders must make their own decision as to whether to tender any of their Notes, and, if so, the principal amount of Notes to tender.

## **About ConocoPhillips**

ConocoPhillips is the world's largest independent E&P company based on production and proved reserves. Headquartered in Houston, Texas, ConocoPhillips had operations and activities in 17 countries, \$73 billion of total assets, and approximately 11,400 employees as of Dec. 31, 2017. Production excluding Libya averaged 1,356 thousand barrels of oil equivalent per day in 2017, and proved reserves were 5.0 billion barrels of oil equivalent as of Dec. 31, 2017. For more information, go to [www.conocophillips.com](http://www.conocophillips.com).

## **FORWARD-LOOKING STATEMENTS**

*This press release contains forward-looking statements. Forward-looking statements relate to future events and anticipated results of operations, business strategies, and other aspects of our operations or operating results. In many cases you can identify forward-looking statements by terminology such as "anticipate," "estimate," "believe," "continue," "could," "intend," "may," "plan," "potential," "predict," "should," "will," "expect," "objective," "projection," "forecast," "goal," "guidance," "outlook," "effort," "target" and other similar words. However, the absence of these words does not mean that the statements are not forward-looking. Where, in any forward-looking statement, ConocoPhillips expresses an expectation or belief as to future results, such expectation or belief is expressed in good faith and believed to have a reasonable basis. However, there can be no assurance that such expectation or belief will result or be achieved. The actual results of operations can and will be affected by a variety of risks and other matters including, but not limited to changes in commodity prices; changes in expected levels of oil and gas reserves or production; operating hazards, drilling risks, unsuccessful exploratory activities; difficulties in developing new products and manufacturing processes; unexpected cost increases or technical difficulties in constructing, maintaining, or modifying company facilities; international monetary conditions and exchange rate fluctuations; our ability to complete the Tender Offer; our ability to complete the sale of our announced dispositions on the timeline currently anticipated, if at all; potential liability for remedial actions under existing or future environmental regulations; potential liability resulting from pending or future litigation; limited access to capital or significantly higher cost of capital related to illiquidity or uncertainty in the domestic or international financial markets; and general domestic and international economic and political conditions; as well as changes in tax, environmental and other laws applicable to our business. Other factors that could cause actual results to differ materially from those described in the forward-looking statements include other economic, business, competitive and/or regulatory factors affecting our business generally as set forth in our filings with the Securities and Exchange Commission. Unless legally required, ConocoPhillips undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.*

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