



# PHILLIPS 66

## FORM DEFA14A

(Additional Proxy Soliciting Materials (Definitive))

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. )**

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Filed by the Registrant ☒

Filed by a party other than the Registrant ☐

CHECK THE APPROPRIATE BOX:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material under §240.14a-12



**Phillips 66**  
**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

PAYMENT OF FILING FEE (CHECK ALL BOXES THAT APPLY):

- ☒ No fee required
- ☐ Fee paid previously with preliminary materials
- ☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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# Your **Vote** Counts!

PHILLIPS 66

2024 Annual Meeting

Vote by May 14, 2024 11:59 PM ET. For shares held in a Plan, vote by May 12, 2024 11:59 PM ET.



V41019-P06735

## You invested in PHILLIPS 66 and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the virtual annual shareholder meeting to be held on May 15, 2024.**

## Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the materials by requesting prior to May 1, 2024. If you would like to request a copy of the materials for this and/or future shareholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

### Smartphone users

Point your camera here and vote without entering a control number



### Vote Virtually at the Meeting\*

May 15, 2024  
9:00 a.m., Central Time

Virtually at:  
[www.virtualshareholdermeeting.com/PSX2024](http://www.virtualshareholdermeeting.com/PSX2024)

\*Please check the meeting materials for any special requirements for virtual meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials at [www.ProxyVote.com](http://www.ProxyVote.com) or easily request a paper copy. We encourage you to access and review all of the important information contained in the proxy materials before voting. Please follow the instructions on the reverse side to vote these important matters.

SHAREHOLDER MEETING ATTENDANCE

The Annual Meeting of Shareholders will be held virtually at [www.virtualshareholdermeeting.com/PSX2024](http://www.virtualshareholdermeeting.com/PSX2024). Shareholders as of the record date may attend, vote and submit questions virtually by logging into [www.virtualshareholdermeeting.com/PSX2024](http://www.virtualshareholdermeeting.com/PSX2024). To log in, shareholders will need the 16-digit control number provided on your notice, on your proxy card or in the voting instructions that accompanied your proxy materials.

Voting Items	Board Recommends
1. Election of four Class III Directors to Hold Office until the 2027 Annual Meeting. The nominees for election are:	
1a. Julie L. Bushman	✓ For
1b. Lisa A. Davis	✓ For
1c. Mark E. Lashier	✓ For
1d. Douglas T. Terreson	✓ For
2. Advisory vote to approve our executive compensation.	✓ For
3. Ratification of the Appointment of Ernst & Young LLP as the Company's independent registered public accounting firm.	✓ For
4. Shareholder proposal requesting report analyzing the impact of the "System Change Scenario" on the Chemicals business.	✗ Against
In their discretion, the named proxies are authorized to vote upon such other matters that may properly come before the meeting or any adjournment or postponement thereof.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".