PHILLIPS 66 SAVINGS PLAN

This is the summary plan description ("SPD") for the Phillips 66 Savings Plan ("plan"), and provides an overview of certain terms and conditions of the plan. The SPD is written in clear, everyday language designed to help participants understand the terms of the plan. Every effort has been made to ensure the accuracy of the information provided in this SPD. However, if there is any discrepancy or conflict between this SPD and the terms of the plan document, the plan document will control. Phillips 66 reserves the right to amend, change or terminate the plan at any time without notice, at its sole discretion. Nothing in this SPD creates an employment contract between the company or its subsidiaries or affiliates and any employee. Represented employees are eligible to participate in the plan only if provided for under the terms of an applicable collective bargaining agreement.

IMPORTANT TERMS

- The "plan" refers to the "Phillips 66 Savings Plan."
- "Phillips 66" or "the company" refers to Phillips 66 Company, Phillips 66 Pipeline LLC and, in some contexts, any other affiliated companies where Phillips 66 owns at least 80% of the affiliate.
- "Participant" is defined as an active employee on the U.S. dollar payroll or former employee:
  - Who has satisfied the eligibility and participation requirements specified in the plan;
  - Who has been automatically enrolled in the plan; and
  - Whose participation has not terminated under any applicable provisions of the plan.
- "SPD" refers to this summary plan description.
- Many additional terms used throughout this SPD are defined in the *Glossary*, which begins on page 37. It is important that participants review the *Glossary* carefully to ensure that they understand the meaning of defined terms used throughout the SPD. Failure to understand the meaning of a defined term could result in a failure to fully understand the plan benefits, requirements, limitations, etc.
- Use of the terms "he" and "his" includes "she" and "her" and is intended to be gender neutral.

Contributing to the future

The Phillips 66 Savings Plan (the plan) can make saving for retirement easier. It offers convenient payroll deductions, tax savings, company matching and Success Share contributions, a choice of investment options and, under certain circumstances, access to the money in the account while still employed.

THE PLAN AT A GLANCE

Is the participant required to contribute?	No. The participant decides whether he wants to contribute to the plan.
Is the participant required to enroll?	New employees will be automatically enrolled in the plan at a 6% before-tax contribution rate. In addition, a new hire's contribution rate will have an automatic annual increase election of 1% set so that his before-tax contribution will increase by 1% in March of each year following the year participation in the plan begins until it reaches 10%. The participant can increase, decrease or stop deferrals or annual increase elections or change his investment elections at any time.
Who contributes?	If the participant contributes to the plan, the company will match his contributions dollar-for-dollar (up to 6% of pay). A participant is also eligible to receive an additional discretionary Success Share contribution from the company. The target for the Success Share contribution is 2% of pay. However, the Success Share contribution could range from 0% to 6% based on management discretion.
How much can the participant contribute?	The participant can contribute from 1% to 75% of his pay, up to limits set each year by the IRS.
When is the money vested?	The participant is immediately 100% vested in the plan. Vested means that the participant has a non-forfeitable right to a benefit.
How is the money invested?	The participant has a choice of investment options, with tools and resources to help him decide where his money is invested. The participant can change his investment elections at any time.
When can the participant use his savings?	The participant can continue to save and grow his account balance until retirement. He can then elect to take a distribution of all or part of his account in cash, in monthly payments, or by rolling it over to another retirement plan or individual retirement account (IRA). He can also choose to leave his account balance in the plan. Before retirement, the participant can take a loan from his account or take all or part of his before-tax or Roth 401(k) contributions as a withdrawal under certain circumstances. The participant can also take all or part of his after-tax contributions as a withdrawal at any time. Taxes and penalties may apply to early withdrawals.

ELIGIBILITY

An individual is eligible if he is an active employee on the U.S. dollar payroll of one of the following companies:

- Phillips 66 Company.
- Phillips 66 Pipeline LLC.

An individual is NOT eligible if he is:

- A leased employee.
- A union employee whose collective bargaining agreement does not provide for participation in the plan.
- Not on a direct U.S. dollar payroll (providing services under contract), whether or not he is determined to be an independent contractor or common-law employee.

ENROLLMENT

AUTOMATIC ENROLLMENT FOR NEW EMPLOYEES

New employees will be automatically enrolled as soon as administratively possible. This enables the participant to be eligible for the company matching and Success Share contributions.

- Participant's initial contribution rate is 6% of pay, contributed on a before-tax basis.
- Participant's rate will have an automatic annual increase election of 1% set so his before-tax contribution increases by 1% in March of each year following the year participation in the plan begins until it reaches 10%.
- Participants can change their contribution rate or change to Roth 401(k) or after-tax contributions, or any combination of the three (before-tax, Roth 401(k) or after-tax).
- Participants can change or opt out of their automatic annual increase election at any time.
- Participants can choose to stop contributions to the plan at any time.

Note: A participant must make a contribution of at least 6% each pay period to maximize the company matching contribution.

HOW TO ENROLL

A participant can enroll at any time. Contributions will begin as soon as administratively possible. There are three different ways to enroll:

Online	Register with Vanguard at ***vanguard.com/register***. Then enroll online at ***vanguard.com/enroll***. The Vanguard site links are also available through My HR Tools. • To enroll online, the participant needs the plan number (099066), his Social Security number, birth date and home ZIP code. • If the participant does not have a Social Security number, he should use his six-digit employee number preceded by "999" (e.g., 999-12-3456).
VOICE® Network	Call Vanguard's 24-hour interactive VOICE® Network at (800) 523-1188.
Telephone representative	Call a Vanguard Participant Services associate at (800) 523-1188 weekdays from 7:30 a.m. to 8:00 p.m., Central time.

HOW THE PLAN WORKS

The plan consists of:

- **Thrift** — which includes:
  - Employee contributions — with tax advantages described later in this SPD; and
  - The company matching contribution — the company matches employee contributions dollar-for-dollar, up to 6% of pay.
    - Participants must contribute at least 6% of pay each pay period in order to receive the maximum company matching contribution.

  Both employee contributions and company matching contributions are made each pay period.
- **Success Share** — which is a discretionary company contribution.
  - Success Share contributions are made once a year to the participant's Thrift account. The amount will range from 0% to 6% of pay, with a target contribution of 2%.

A ONE-STOP SOURCE FOR INFORMATION

Vanguard has set up a customized website for Phillips 66 employees at ***retirementplans.vanguard.com/ekit/sites/phillips66/index.html***. The website has information about:

- The plan in general.
- Investment options.
- Investor education and planning, including the importance of diversifying investment options.
- How to enroll.
- How participants can manage their accounts.

Participants are strongly encouraged to name a beneficiary. See page 26 for more information.

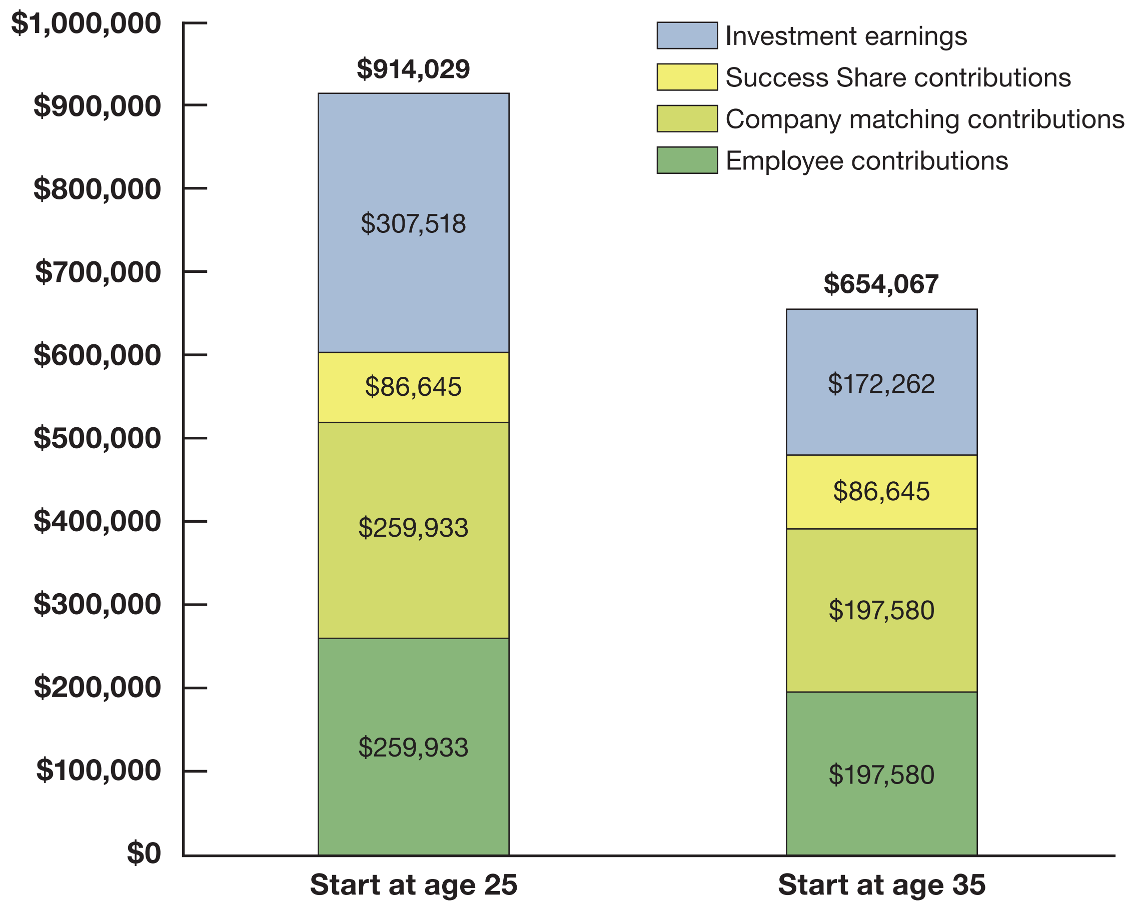
The following examples illustrate how accounts can increase over time and the benefits of starting early. Michael became eligible for the plan when he joined the company at age 25. In the first example, Michael's contributions begin immediately. In the second example, he waits until age 35 before starting.

In both examples:

- Michael earns an initial annual salary of $85,000 with a 7.5% VCIP target.
- He receives a 3% annual salary increase and target VCIP payment each year.
- He contributes up to the maximum dollar-for-dollar company matching contribution, 6%.
- He receives a discretionary Success Share contribution of 2% each year.
- He earns 3% tax-deferred on his investments, compounded annually.

Here is what Michael's account balance would look like at age 55.*

Account balance at age 55



These examples are for illustrative purposes only and are not a guarantee of investment earnings or of the company's contributions to the plan.

As shown in the example:

- Michael's account increased approximately $260,000 more at age 55 by starting at age 25 versus waiting until age 35 to begin saving ($914,029 versus $654,067).
- Michael's contributions are only a portion of his total account balance. Most of his account balance was the company's matching and Success Share contributions and his investment earnings.
- Even though he earned the same 3% on his investments, his investments earned more than $135,000 more by starting at age 25 ($307,518 versus $172,262).
  - That is due to compounded earnings, where Michael was earning money on each year's contributions PLUS the money that was already in his account.
  - The longer money is in a participant's account, the greater the compounding.

Michael's example shows how accounts can increase in four ways:

- Employee contributions *(page 9)*.
- Company matching contributions *(page 11)*.
- Company Success Share contributions *(page 12)*.
- Investment earnings *(page 14)*.

THE DIFFERENCE BETWEEN BEFORE-TAX, ROTH 401(K) AND AFTER-TAX CONTRIBUTIONS

When the participant contributes to the plan, he chooses before-tax, Roth 401(k) and/or traditional after-tax contributions, in any combination. The chart below shows the major differences:

	Before-tax contributions	**Roth 401(k) after-tax contributions**	**Traditional after-tax contributions**
Do contributions reduce the participant's taxable income each year?	Yes	No	No
Are investment earnings taxable?	Earnings grow on a tax-deferred basis; taxes are delayed until the participant takes a distribution from the plan	No*	Earnings grow on a tax-deferred basis; taxes are delayed until the participant takes a distribution from the plan
Does the participant pay taxes when he takes money out of the plan from:			
His contributions?	Yes	No*	No**
Investment earnings on his contributions?	Yes	No*	Yes
Company contributions?	Yes, because company contributions were not taxed when contributed	Yes, because company contributions were not taxed when contributed	Yes, because company contributions were not taxed when contributed
Investment earnings on company contributions?	Yes, because these earnings are related to the company contributions	Yes, because these earnings are related to the company contributions	Yes, because these earnings are related to the company contributions
*See **Rolling over a distribution** on page 25 to learn how the participant can postpone taxes on money he takes out of the plan.*			

* *The participant must have held his Roth 401(k) account for at least five years and be at least age 59½ or have passed away or become disabled at the time the money is distributed from the plan.*

** *Generally, some portion of the participant's distribution will be taxable. Distributions are generally required to include a pro-rata portion of before-tax and after-tax contributions from the participant's account, which means that a portion of each distribution will be taxable. However, pre-1987 after-tax contributions are not subject to the general rule and may be distributed prior to the before-tax contributions. Regardless, the after-tax contribution that the participant already made and paid taxes on will not be taxed again. For more information, the participant should contact Vanguard.*

The type of contribution that is best for each individual depends on many factors, including:

- The participant's current tax bracket and his anticipated tax bracket when he retires.
- Other sources of retirement income.
- How many years until retirement.

The Vanguard websites at ***vanguard.com/retirementplans*** and ***retirementplans.vanguard.com/ekit/sites/phillips66/index.html*** offer tools and information to help understand the contribution options.

VANGUARD DOES NOT OFFER TAX ADVICE

While Vanguard and the company can explain the contribution options, neither provides tax advice. It is strongly recommended that participants talk to a tax or financial advisor.

EMPLOYEE CONTRIBUTIONS

A participant can contribute from 1% to 75% of pay* in whole percentages (no fractions), up to the dollar limits set by the IRS each year, and can start, stop or change this percentage at any time.

** "Pay" is defined in the* ***Glossary****, which begins on page 37.*

IRS limits

For the current IRS contribution limits, go to ***vanguard.com/contributionlimits***.

The IRS limits the annual before-tax and Roth 401(k) after-tax contribution amount participants can contribute each calendar year — and the limit often changes each year. This limit is $19,000 for 2019.

In addition, the IRS limits the maximum pay considered for plan purposes. For 2019, the maximum pay considered for plan purposes is $280,000.

If the total of the participant's **before-tax** and **Roth 401(k)** contributions to the plan reach the annual IRS limit before the end of the year, any further contributions he makes will automatically be converted to **traditional after-tax** contributions for the rest of the year or until the participant reaches the maximum pay for plan purposes. Before-tax and Roth 401(k) contributions will start again with the participant's first paycheck in January of the next year, unless the participant changes his election.

Note: The IRS limit applies to all amounts the participant has contributed to 401(k) plans in a single calendar year, including any other employer's plan. Participants who make before-tax and/or Roth 401(k) contributions to two unrelated employers' plans in a single calendar year that are greater than the annual limit should contact Vanguard. Contributions to unrelated employer's plans are not tracked by Phillips 66 or Vanguard.

Another IRS limit restricts the total amount that can be contributed annually to the plan, taking into account the participant's contributions (i.e., before-tax, Roth 401(k) and traditional after-tax) and the company contributions (i.e., matching contributions and Success Share contributions). The limit is $56,000 for 2019.

IRS NON-DISCRIMINATION LIMITS

The IRS limits contributions to qualified retirement plans made by highly compensated employees. In order to comply with this non-discrimination limit, the Plan Benefits Administrator may change the before-tax and/or Roth 401(k) contributions to after-tax contributions, reduce the contribution percentage or refund the excess contributions during the following year for highly compensated employees. Anyone who is affected by this will be notified.

Catch-up contributions

Participants who are or will be age 50 or older as of December 31 can contribute an additional amount to the plan. This additional amount is called a catch-up contribution, and it allows the participant to save above the IRS annual limit on a before-tax or Roth 401(k) after-tax basis. The catch-up contribution limit is $6,000 for 2019.

Rolling over money from another eligible savings or retirement plan

In addition to contributing through payroll deduction, the participant may also roll over the following into the plan at any time:*

- Before-tax and after-tax money from a former employer's 401(k) or other eligible plan.
- Before-tax money from an Individual Retirement Account (IRA).
- Distributions from another qualified company-sponsored savings or retirement plan (for example, a rollover-eligible distribution from the Phillips 66 Retirement Plan).

In order to qualify as an eligible rollover contribution into the plan:

- The rollover must be made directly from the other plan, or occur on or before the 60th day after the distribution from the other plan was received by the participant;
- The distribution must qualify as an eligible rollover distribution under IRS regulations;
- The amount rolled over cannot include any loans taken from the other plan; and
- Any non-taxable portion of the distribution must be identified so that it can be accounted for separately under this plan.

The participant directs how his rollover contributions are invested among the plan's various investment options.

** Rollover contributions cannot be made by non-spousal beneficiaries.*

IN-PLAN ROTH 401(K) CONVERSIONS AVAILABLE

Plan participants have the ability to convert their non-Roth 401(k) contributions and associated earnings (other than loan balances) to Roth 401(k) contributions within the plan. If the participant elects an In-Plan Roth 401(k) Conversion (IPRC), the law requires that he pay taxes in the year in which the IPRC is made on amounts that would otherwise not be taxed until distribution. There will be no fee to complete this conversion.

An IPRC may help participants minimize their taxes at retirement. When the participant age 59½ or older withdraws money from his IPRC account, it is generally tax-free if certain requirements are met. To initiate an IPRC or for more details, participants should call a Vanguard Participant Services associate at (800) 523-1188.

It is strongly recommended that participants talk to a tax or financial advisor before initiating an IPRC.

COMPANY CONTRIBUTIONS

The company matches a portion of the participant's contributions and may also make a separate Success Share contribution.

If the participant is contributing ...	The company contributes ...
From 1% to 75% of his pay	A dollar-for-dollar (100%) match on the first 6% of pay the participant contributes each pay period.*
	PLUS
	A discretionary Success Share contribution of 0% to 6% of pay once a year.

** The company does not make year-end true-up contributions.*

Matching contributions are invested based on the participant's current investment elections.

Company matching contributions

Each pay period, the company contributes $1 for every $1 the participant contributes to the plan, up to 6% of his pay.

The chart below shows how the company matching contribution works. Alice is thinking about stopping her contributions so she can save up to buy a house. If Alice, who earns $85,000 per year, stops contributions, she would miss out on company matching contributions.

	If Alice ...		
	Contributes 3%	**Contributes 6%**	**Contributes 10%**
Alice's annual contributions	$2,550 *($85,000 x 3%)*	$5,100 *($85,000 x 6%)*	$8,500 *($85,000 x 10%)*
Annual company matching contribution	$2,550 *($85,000 x 3%)*	$5,100 *($85,000 x 6%)*	$5,100 *($85,000 x 6%)*
Total	**$5,100**	**$10,200**	**$13,600**

If Alice stops contributing, she will miss out on $2,550 per year at a 3% contribution rate and $5,100 per year at a 6% or higher contribution rate. (As an alternative to ceasing contributions, see page 17 to learn how Alice can take a loan from the plan.)

Success Share contributions

Success Share contributions are made once each year, in October. The Success Share contribution is calculated on pay for the immediately preceding 12-month period ending September 30. Additionally, **to be eligible to receive a Success Share contribution, the participant must be actively employed as of the Success Share contribution processing date.**

Once each year, the company may make a Success Share contribution into the account of participants. The contribution may range from 0% to 6% of pay, depending on management discretion, with a target contribution of 2%.

For example, if the Success Share contribution for the year is 2%, each participant will receive a Success Share contribution of 2% of pay for the relevant period, regardless of whether he contributed to the plan. The only way the participant **will not** receive a Success Share contribution is if he was not actively employed as of the processing date, or if the company does not make a Success Share contribution for that year.

Note: Success Share contributions are invested based on the participant's current investment elections.

In addition to active employees, the following classifications of former employees will be eligible to receive a Success Share contribution, based on the former employee's pay for the relevant 12-month period:

- An employee who retired in the year of the contribution and who, on his termination date, was at least age 55 with at least five years of service.
- An individual who terminated employment in the year of the contribution due to:
  - Layoff;
  - Long-term disability;
  - Death; or
  - Transfer between Phillips 66 companies or joint venture affiliates.

Any other individual who is not actively employed by Phillips 66 on the Success Share processing date will not receive a Success Share contribution. **Interns are not eligible to receive a Success Share contribution.**

VESTING

Plan participants are immediately vested in all contributions to the plan.

Vesting means the participant has a non-forfeitable right to a benefit under the plan. At Phillips 66, participants are immediately 100% vested in all contributions, including the company matching and Success Share contributions.

MAKING THE MOST OF THE SAVINGS PLAN

Here are some ways to maximize the plan and prepare for retirement.

First: Contribute more. The chart below shows how Alice can increase her overall savings by contributing more to the plan:

	If Alice ...		
Annual pay: $85,000	**Contributes 3%**	**Contributes 6%**	**Contributes 10%**
Alice's annual contributions	$2,550	$5,100	$8,500
Annual company matching contributions	$2,550	$5,100	$5,100
Annual Success Share contributions *(assuming 2%)*	$1,700	$1,700	$1,700
Total	**$6,800**	**$11,900**	**$15,300**

At the 6% contribution level, Alice contributes **$5,100** but has a total contribution of **$11,900** when including the company matching contribution and Success Share contribution. It is even higher at the 10% contribution level.

Second: Start early and keep contributing. As the example on page 6 demonstrated, the earlier a participant starts contributing, the more time he will have for his savings to increase.

Third: Learn about selecting appropriate investments. Each participant is charged with selecting his investments, and is encouraged to consult with a tax or financial advisor.

INVESTING

The participant determines how the money in his plan account is invested, and can change his investment elections at any time. He can choose to invest in one or more of the plan's investment funds in whole percentages that add up to 100%.

If a participant does not make an investment election, his employee contributions and the company's contributions will be invested in the Vanguard Target Retirement Trust with a target date closest to the participant's 65th birthday.

INVESTMENT OPTIONS

A list of the plan's investment funds is available by:

- Visiting the plan website at ***retirementplans.vanguard.com/ekit/sites/phillips66/index.html***.
- Using ***vanguard.com/retirementplans*** or the automated VOICE® Network at (800) 523-1188, available 24-hours-a-day. The Vanguard website is also available through My HR Tools.
- Calling a Vanguard Participant Services associate at (800) 523-1188 weekdays from 7:30 a.m. to 8:00 p.m., Central time.

Investment options may change periodically.

Resources on the Vanguard website

Vanguard offers detailed information about the plan's investment options — and investing in general — on ***vanguard.com/retirementplans*** and ***retirementplans.vanguard.com/ekit/sites/phillips66/index.html***, including:

- A short summary of each of the plan's investment options, which includes the fund's investment objectives, strategies, risk and performance. To help compare the risks, each summary includes an overall risk level number ranging from 1 (conservative) to 5 (aggressive).
- Updated information on past investment returns for each investment option.
- A detailed prospectus for each option (available on ***vanguard.com/retirementplans*** only).
- General education about investing — including diversification, risk and return, retirement planning, estate planning and other general financial information.

INVESTING 101

When it comes to investing for the future, there are a few fundamental strategies to consider:

- Create a diversified portfolio that gradually becomes more conservative over time.
- Keep costs as low as possible. The plan includes several low-cost investment options.
- Rebalance the portfolio once or twice a year. (Rebalancing means bringing the portfolio back to a desired asset mix — for example, 60% stocks and 40% bonds.)
- Remember that investing is for the long term. Do not make frequent changes in an investment strategy in reaction to short-term changes in the stock market.

WHY DIVERSIFICATION MATTERS

Participants can help manage investment risk by diversifying — maintaining a mix of stocks, bonds and short-term investments in their plan accounts.

The idea behind diversification is that when one type of asset is doing poorly, another may be doing well. For example, if stock funds are losing value, bond funds may be going up or holding steady. Of course, the opposite may also occur, where bond funds lose value while stock funds are going up. And there may be times when each type of investment is losing value.

How much the participant allocates to the different asset classes depends on the participant — his financial goals, tolerance for risk, other assets and needs, and how much time he has until retirement.

Creating a diversified portfolio

To help participants build a diversified portfolio, the plan investment options are classified into three tiers, each with a different investment strategy.

Target Retirement Investments	Investing in a Target Retirement Trust is a simple way to build a diversified portfolio. • The Target Retirement Trusts are designed for investors who will turn 65 around the year indicated in each fund's name. For example, participants who will turn 65 around the year 2040 would choose the Target Retirement 2040 Trust. • Each trust is comprised of two or more funds and holds a diversified mix of stocks and bonds. The investment mix gradually becomes more and more conservative as the participant nears the target date. • The investment manager handles all fund rebalancing. However, participants should still monitor occasionally to ensure the investment mix is still appropriate for them.
Index Investments	Participants who want to be more involved in the management of their plan investments can build a low-cost diversified portfolio by investing in the plan's index funds. • To do so, they decide on an asset mix (the mix of stocks, bonds and more conservative investments they want in their portfolio), and allocate money among the applicable index funds. • Participants should remember to rebalance their portfolio occasionally to keep their desired asset mix.
Actively managed and specialty Investments	The plan's actively managed funds can help to further diversify and fine tune a portfolio to the participant's specific needs. • Actively managed fund managers use research and other tools to select the stocks or bonds in their portfolios. • As with the index investments, the participant needs to decide on his asset mix, allocate his investments among his chosen funds, and periodically rebalance his portfolio. • Investment costs for actively managed funds tend to be higher than for the other investment options.

Participants can also invest in the **Phillips 66 Stock Fund**. This fund is separate from the three categories shown on page 15. Funds that hold the common stock of a single company, such as the Phillips 66 Stock Fund, are generally considered a higher risk investment than a fund that holds many different stocks, such as actively managed investments described on page 15. The advantage of an actively managed investment is that not all of the stocks within a fund will have price movements in the same direction at the same time, and this reduces investment risk when compared to a single stock.

Participants do not need to select funds from only one tier; they can mix and match funds from among all of the tiers. Whichever funds they choose, participants are always responsible for selecting and monitoring their investment choices to ensure they continue to meet their investment objectives.

CHANGING INVESTMENT ELECTIONS

Participants can make changes to their investments through two different processes at Vanguard:

- Change the way future/new money is invested (current contributions); and
- Change the way existing account balances are invested (exchanges).

Current contributions

Participants can contact Vanguard to change how their current and future savings are invested at any time. These changes will take place as soon as administratively possible for all future contributions.

Exchanges

Participants can change how their existing account balance is invested by exchanging into or out of any investment option available under the plan. Keep in mind that rules and restrictions apply to some exchanges:

- The cutoff time for exchanges is 1:00 p.m. Central time for the Phillips 66 Stock Fund, ConocoPhillips Stock Fund and DowDuPont Stock Funds and 3:00 p.m. Central time for all of the other funds.
- Money cannot be transferred into the ConocoPhillips Stock Fund or DowDuPont Stock Fund.
- Money that is transferred out of a fund cannot be transferred back into the fund for 30 calendar days. This restriction does not apply to:
  - The Vanguard Federal Money Market Fund or the Stable Value Fund;
  - Shares purchased from payroll contributions, company contributions, loan repayments, dividend or capital gains distributions or automated transactions executed through the Vanguard Managed Account Program; or
  - Written requests submitted to Vanguard via U.S. mail. (Requests sent via fax or email **are** subject to the 30-day restriction.)
- Money cannot be transferred directly from the Stable Value Fund to the Vanguard Federal Money Market Fund or Vanguard Inflation-Protected Securities Fund. Instead, a two-step process must be completed:
  - Participants transfer the money out of the Stable Value Fund into any fund or funds **other than** the Vanguard Federal Money Market Fund or Vanguard Inflation-Protected Securities Fund and leave it there for 90 days; then
  - Take that money out of the second fund and exchange it into the Vanguard Federal Money Market Fund or Vanguard Inflation-Protected Securities Fund.

Participants should contact Vanguard for more information and/or to make an exchange. Exchanges will be processed as soon as possible.

LOANS

When the participant takes out a loan, the money comes out of his plan account and is paid to him. He repays the loan over time through payroll deductions; repayments and interest go back into his plan account.

The loan documentation will contain complete details. As with any loan, the participant should be sure to read and understand the terms of the loan before taking one from the plan.

Who can take a loan?*	Active employees who have at least $2,000 in their plan account. (Former employees, beneficiaries or alternate payees are not eligible.)
Minimum loan amount	$1,000
Maximum loan amount	50% of the participant's account balance, up to an aggregate amount of $50,000 (or less if the participant has had an outstanding plan loan in the past 12 months; the participant should contact Vanguard for details).
Maximum number of outstanding loans at a time	Three (including one home loan).
How long the participant has to repay a loan	• Up to 58 months for a general purpose loan. • Up to 238 months for purchase of a principal residence (main home). The participant can always repay the loan in full sooner without penalty. **Active employees** repay the loan through payroll deductions in equal amounts. **For employees on a leave of absence,** loan payments are suspended when an employee is not receiving full pay while on an active duty military leave. For any other type of leave, check the leave policy for repayment information. **Employees who leave the company** must make repayments through automatic electronic debits (ACH) over the period of time remaining.
Fee to apply (per loan)	$35 when applying online or through the Vanguard VOICE® system. $85 when applying by phone with personal assistance from a Vanguard associate.
Maintenance fee (per year)	$20 per loan.
Interest rate	The national prime rate plus 1% as of the end of the previous month. The interest rate is determined at the time the participant applies for a loan, and it will remain in effect for the entire term of the loan. **Note:** The interest paid is **not** tax deductible.
To request a loan or for more information	The participant should contact Vanguard.

* *A participant cannot take a loan if the Plan Benefits Administrator has received a qualified domestic relations order and a final determination on that order has not yet been made. In addition, a participant cannot take a loan if he has defaulted on a previous plan loan. The participant should contact Vanguard for details.*

MISSING A LOAN PAYMENT

A loan is considered in default if the participant fails to make a loan payment within 60 days after its due date (in accordance with the loan's repayment schedule). At that point, the participant's outstanding principal loan balance will be treated as a deemed distribution or as a withdrawal that:

- Is reported to the IRS as taxable income on IRS Form 1099-R;
- May be taxable income for the participant in the calendar year of the default; and
- May also be subject to a 10% early withdrawal penalty if the participant is under age 59½.

In addition, in most instances, the participant will not be allowed to take any new loans from the plan.

WITHDRAWALS

As shown below, under certain circumstances, participants may be permitted to take money out of the plan while still employed.

Type of contribution	What the participant can take out	What the participant should know
Before-tax and Roth 401(k)	• Entire account balance, if at least age 59½ or totally disabled. • The amount required to meet financial need, if qualified for a hardship withdrawal. • Nothing, if under age 59½ and not qualified for a hardship withdrawal.	• For a withdrawal due to total disability, the participant must prove disability through a doctor's certification or Social Security disability determination.
Traditional after-tax	Entire account balance.	
Company contributions	Everything the company has contributed to his account (company matching and Success Share contributions).	
Rollover	Entire amount rolled into the plan (including investment earnings on that amount).	

The participant may owe taxes and penalties on any money withdrawn from the plan. For more information, see *How distributions are taxed* on page 22 and the ***Special Tax Notice Regarding Plan Payments*** that is available from Vanguard.

It is strongly recommended that participants talk to a tax or financial advisor before initiating a withdrawal.

HARDSHIP WITHDRAWALS

A participant can take out some or all of the money in his before-tax or Roth 401(k) contribution account if he is an employee (salary grade level 18 and below) and suffers a financial hardship as described below. The IRS has strict rules about what is considered a hardship for this purpose. Hardship withdrawals can be made only in cash.

To request a hardship withdrawal, a participant must contact Vanguard to obtain a hardship withdrawal form and complete, sign and return the form and other requested paperwork to Vanguard for approval.

To be approved, a hardship withdrawal must be for one or more of the following reasons:

- Costs directly related to buying a principal residence (main home) — not including mortgage, refinance or paying off a current mortgage or earnest deposits.
- Payments necessary to prevent eviction from a main home or to prevent the foreclosure of the mortgage on a main home.
- Health care expenses for the participant or his dependent that are not reimbursed by someone else. If expenses have not already been paid, the participant will need:
  - The service provider's written statement, showing fees for the services to be performed; and
  - A copy of the predetermination of benefits form from the patient's health care insurance provider showing the portion of such fee that would not be reimbursed by health coverage as of the date of the form.
- Tuition, room and board expenses and other education fees for the current term or the next 12 months of post-high school education for the participant or his eligible dependent.
- Burial or funeral expenses for the participant's parent, spouse, child or eligible dependent who recently passed away.
- Expenses to repair damage to the participant's main home that would qualify for a casualty loss deduction (participants should contact Vanguard for details).

The following rules apply to hardship withdrawals:

- The amount the participant takes out from his before-tax and/or Roth 401(k) contributions can include investment earnings.
- The amount the participant takes out cannot be more than what he needs for the hardship. However, the amount may be increased to cover any federal, state or local income taxes or penalties that may result from the withdrawal, as long as it is within the overall limits allowed for a hardship withdrawal.
- The participant must have already taken out other plan money available to him, such as other kinds of distributions, before he can take a hardship withdrawal.

IN-SERVICE WITHDRAWALS

A participant can take out some or all of the money in his before-tax or Roth 401(k) contributions account in the following circumstances:

- Attainment of age 59½;
- Death;
- Total disability;
- Termination from employment; or
- Plan termination.

Generally, a participant can take out some or all of the money in his after-tax account at any time.

DISTRIBUTIONS

A participant can take money out of the plan at any time after his employment ends or if the participant is a beneficiary of a plan participant who died. This is called a distribution.

If any portion of a distribution is eligible for a rollover but is instead paid to the participant, the distribution may be subject to:

- Mandatory **20% federal income tax withholding** on the taxable portion. State tax withholding may also apply.
- A **10% early withdrawal penalty** if the participant is under age 59½ at the time of the distribution. (Under current law, this 10% federal tax penalty would not apply if the participant ends employment with the company during or after the year he reaches age 55.)

The participant may be able to avoid withholding and penalties by making a direct rollover into another qualified plan or Individual Retirement Account (IRA), as described in *Rolling over a distribution* on page 25.

For more information, see the ***Special Tax Notice Regarding Plan Payments*** available from Vanguard. ***It is strongly recommended that the participant talk to a tax or financial advisor before choosing the method by which his benefit is paid.***

REQUESTING A DISTRIBUTION

After the participant's employment ends, Vanguard will mail a termination kit to his home address. This kit contains detailed information about distribution options, tax consequences, rollover options, etc., including the ***Special Tax Notice Regarding Plan Payments***.

To request a distribution, the participant should contact Vanguard as shown in the kit. Payment will be made as soon as administratively possible.

PAYMENT OF DISTRIBUTIONS

Regardless of the account value, the participant can roll all or part of his plan distribution into another tax-qualified plan or IRA. By doing so, he postpones paying taxes and avoids early withdrawal penalties. See *Rolling over a distribution* on page 25 for details.

For accounts with a value of $1,000 or less

If the value of a participant's account is $1,000 or less after he leaves the company, the benefit will be paid to him in a lump sum. No other form of payment is available.

Note: Different rules apply if the participant has an outstanding loan from the plan. The participant should contact Vanguard for details.

SAVINGS PLAN

For accounts with a value greater than $1,000

If the value of a participant's account is greater than $1,000, he has the following options:

Leave the money in the plan	If the participant chooses to leave his money in the plan after leaving the company, he is: • Permitted to make changes to his investment elections, repay any loans (through electronic debit) and get other information about his account through Vanguard. • Not permitted to contribute to the plan. • By law, required to begin taking money out of the plan no later than April 1 in the year after he reaches age 70½.
Take a lump-sum or partial distribution	The participant will be paid in a cash payment, less a 20% federal income tax withholding and any required state and local withholding. This payment can be made to the participant: • In cash (via check or electronic bank transfer); or • In a combination of cash and/or Phillips 66, ConocoPhillips or DowDuPont stock (if a lump-sum). See *Net unrealized appreciation (NUA) tax treatment* on page 24 for more information.
Elect a rollover	The participant can elect a rollover of all or part of his account balance in the plan. The amount can be rolled over to another qualified plan or an IRA. The amount rolled over will not be subject to withholding if the participant elects a direct rollover.
Take installment payments	If the participant is a former employee or a surviving spouse beneficiary of a plan participant, he can choose from two installment payment options: • **Fixed dollar installments** — A series of payments based on a dollar amount the participant selects. Payments are made until the account balance is paid in full or the participant reaches age 70½, at which time required minimum distributions may begin. See *Required minimum distributions starting at age 70½* on page 22. • **Life expectancy installments** — A series of payments that are based on the participant's life expectancy or on the combined life expectancy of the participant and his beneficiary. Payments are calculated based on IRS life expectancy tables. With installment payments: • The participant can elect monthly, quarterly, semiannual or annual payments. • Taxes may be withheld from each payment. See *How distributions are taxed* on page 22. • Payments are taken pro rata from all investment options. For example, if 90% of the participant's account balance is invested in the Target Retirement 2020 Trust and 10% in the Vanguard Federal Money Market Fund, 90% of his installment payment is distributed from the Target Retirement 2020 Trust and 10% from the Vanguard Federal Money Market Fund. • If the participant is rehired, his installment payments can continue, but payments will not change due to any new contributions he makes to the plan. (The participant will make a new, separate distribution election for those contributions upon leaving the company again.) • The participant can change or revoke an installment election at any time.

REQUIRED MINIMUM DISTRIBUTIONS STARTING AT AGE 70½

If a participant is not an active employee, he must begin taking distributions from the plan no later than April 1 in the year after he reaches age 70½ in order to comply with IRS requirements. These payments are called required minimum distributions (RMDs).

RMDs are payments based on the participant's life expectancy or the combined life expectancy of the participant and his beneficiary using the IRS life expectancy tables.

If the participant is still an active employee when he reaches age 70½, he is not required to take a distribution until April 1 following the calendar year in which his employment ends.

Participants should contact Vanguard for more information.

HOW DISTRIBUTIONS ARE TAXED

The participant may need to pay federal and (if applicable) state and/or local income taxes on all or part of his distributions from the plan, depending on how the benefit is paid.

Depending on how the participant contributed to the plan, distributions from the plan will be taxable or non-taxable as follows:

	Taxable	Non-taxable
Before-tax contributions	• Employee contributions • Company contributions • Investment earnings on employee contributions and the company's contributions	
Roth 401(k) after-tax contributions	• Company contributions • Investment earnings on the company's contributions	• Employee contributions • Investment earnings on employee Roth 401(k) contributions*
Traditional after-tax contributions**	• Company contributions • Investment earnings on employee contributions and the company's contributions	• Employee contributions
Rollover contributions	These may be taxable or non-taxable, depending on how they were classified when the participant rolled these funds into the plan	

* *Investment earnings are non-taxable if the participant has held his Roth 401(k) account for at least five years and is at least age 59½ or has passed away or become disabled at the time of the distribution. Otherwise, they are taxable.*

** *Generally, some portion of the participant's distribution will be taxable. Distributions are generally required to include a pro-rata portion of before-tax and after-tax contributions from the participant's account, which means that a portion of each distribution will be taxable. However, pre-1987 after-tax contributions are not subject to the general rule and may be distributed prior to the before-tax contributions. Regardless, the after-tax contribution that the participant already made and paid taxes on will not be taxed again. For more information, the participant should contact Vanguard.*

When the participant takes a distribution from the plan:

Type of distribution …	Taxes and penalties …
Installment payments	Under current law, federal, state and/or local income taxes, as applicable, may be withheld from each payment at required income tax rates.
A lump-sum or partial withdrawal	• 20% federal income tax will be withheld. • If the participant is under age 59½, a 10% early withdrawal federal tax penalty may also apply, but this amount will not be withheld. Under current law, this 10% federal tax penalty would not apply if the participant ends employment with the company during or after the year in which he reaches age 55.* • State and local taxes and penalties may also apply. • The participant can avoid some or all of the withholding and tax penalties by electing a direct rollover, as described on page 25.

** The penalty does not apply to distributions made on account of permanent and total disability and for certain medical expenses. The participant should consult a tax or financial advisor for guidance.*

For more information, see the ***Special Tax Notice Regarding Plan Payments*** available from Vanguard. A participant also receives this ***Notice*** when he applies to begin receiving payments. ***It is strongly recommended that the participant talk to a tax or financial advisor before selecting the manner in which the payment is made or when the payment begins.***

NET UNREALIZED APPRECIATION (NUA) TAX TREATMENT

Special tax rules may affect the taxation of the Phillips 66 stock, ConocoPhillips stock and DowDuPont stock held in a participant's account. **The tax rules are complex; participants are encouraged to consult with a tax or financial advisor to be sure to obtain expected tax results.**

The following is a brief summary of the net unrealized appreciation (NUA) rule applicable to a *lump-sum distribution* when a participant elects an *in kind* distribution of Phillips 66 stock, ConocoPhillips stock and/or DowDuPont stock:

When a participant takes a distribution from the plan that includes an *in kind* distribution of Phillips 66 stock, ConocoPhillips stock and/or DowDuPont stock — that is, the actual shares, rather than the cash value of the shares — the total NUA in the value of the shares is excludable from the participant's income tax for the distribution year *only* if the distribution qualifies as a lump-sum distribution. A lump-sum distribution is a payment, within one tax year, of the participant's entire balance under the plan that is payable after he has reached age 59½, because he has separated from service with Phillips 66 or one of its affiliates, or on account of his death or disability. The taxable amount for a lump-sum distribution from the plan will not include any NUA — the participant will pay federal income tax at ordinary income tax rates only on the cost basis of the shares of stock that were received *in kind*. Upon subsequent sale of the shares, any taxable gain will be based on the difference in value between the cost basis and the fair market value of the shares of stock received in a lump-sum distribution. This amount will be taxed at the federal capital gains rate. NUA is the amount by which the fair market value of the shares of Phillips 66 stock, ConocoPhillips stock and/or DowDuPont stock received exceeds the amount that the plan paid for the shares.

A separate rule applies for the *in kind* distribution of Phillips 66 stock, ConocoPhillips stock and/or DowDuPont stock acquired with employee after-tax contributions. The participant can receive NUA treatment on the value of Phillips 66 stock, ConocoPhillips stock and/or DowDuPont stock acquired with employee after-tax contributions, even if the distribution is *not* in the form of a lump-sum payment. If a distribution includes any *in kind* shares of Phillips 66 stock, ConocoPhillips stock and/or DowDuPont stock acquired with employee after-tax contributions, then a *portion* of the NUA on the Phillips 66 stock, ConocoPhillips stock and/or DowDuPont stock received in the payment will be excludable, based on the *in kind* shares purchased with employee after-tax contributions.

THE TAX RULES ASSOCIATED WITH NET UNREALIZED APPRECIATION TREATMENT ARE COMPLICATED. PARTICIPANTS ARE ENCOURAGED TO CONSULT WITH A TAX OR FINANCIAL ADVISOR TO DETERMINE THE TAX EFFECT OF VARIOUS DISTRIBUTION OPTIONS AVAILABLE UNDER THE PLAN.

ROLLING OVER A DISTRIBUTION

The participant can roll over a distribution to a tax-qualified retirement plan such as an IRA or another employer's plan that accepts rollovers. If a lump-sum rollover includes any company stock that may still be in his account, the lump-sum rollover may include shares of stock.

When the participant elects a direct rollover:

- Mandatory tax withholding does not apply to the amount that is rolled over; and
- Paying taxes on the amount rolled over is postponed until it is eventually distributed from the plan receiving the rollover.

There are two ways to do a rollover.

With a direct rollover	• The participant requests Vanguard to make part or all of the distribution payable directly to the trustee, custodian of the IRA or administrator of the other tax qualified plan. • No taxes are withheld on the amount of a direct rollover.
With an indirect rollover	• The participant receives a check for the distribution made payable to him. • Taxes (federal and any applicable state/local withholding) are withheld from the distribution. • The participant can choose to roll over part or all of the distribution into another plan. **The participant must make this election and deposit the money within 60 days after receiving the check.** • If the participant wants to roll over the entire amount of the distribution, he replaces any taxes withheld with money from some other source. • The participant is responsible for following all applicable guidelines to make sure the indirect rollover is completed within the 60-day deadline.

Marco's total distribution was $250,000. Because 20% was withheld, he received a check in the amount of $200,000. If he decides to do an indirect rollover within 60 days, he can:

- Roll over the $200,000 (the $50,000 will be taxed in the year of the distribution); or
- Roll over the $200,000, plus $50,000 from another source. If he does that, he will be able to postpone taxes on the entire $250,000. (The 20% withheld will be treated as federal income taxes paid when he files his federal income tax return for the year.)

IF THE PARTICIPANT HAS A BALANCE IN THE PHILLIPS 66 STOCK FUND

If the participant has a balance in the Phillips 66 Stock Fund, he can request that dividends paid on the Phillips 66 Stock Fund shares be paid directly to the participant or reinvested into the Phillips 66 Stock Fund. The participant should contact Vanguard for more information or to make this election.

NAMING A BENEFICIARY

The participant can name a beneficiary online at ***vanguard.com/retirementplans*** by logging into his account, selecting **MENU** from the upper left corner of the home page, clicking on **My Profile** and selecting **Beneficiaries**. **Note:** If the participant also has a non-retirement account with Vanguard, he may need to select **Employer Plans** before clicking on the **MENU** tab.

The participant should name (or designate) a beneficiary for his account in case he passes away before his entire account balance has been distributed.

- **If the participant is married,** his spouse is the beneficiary.
  - If the participant wants to name anyone other than his spouse as beneficiary, the spouse must agree to the designation in writing (witnessed by a notary public).
  - Beneficiary designations made prior to marriage are void upon the participant's marriage.
  - If the participant's spouse is his beneficiary, the designation is void if he divorces or legally separates from the spouse or the marriage is annulled.
- **If the participant is not married,** he can name anyone as beneficiary.

The participant can name one or more persons, a trust or an estate as his beneficiary (subject to the spousal consent rules). He can also name a contingent beneficiary who would receive the plan benefit if his primary beneficiary passes away before the participant passes away. The participant can change beneficiaries at any time.

The plan will use the most recent designation, provided it was received prior to the participant's death. Beneficiary designations are effective as of the date of receipt and acceptance by Vanguard, and acceptance by Vanguard makes all previous designations invalid.

IF THERE IS NO BENEFICIARY DESIGNATION

If the participant does not name a beneficiary — or if all of the named beneficiaries pass away before the participant — the beneficiary will be determined in the following order:

- The participant's surviving spouse;
- The participant's surviving natural or legally adopted children in equal shares; or
- The participant's estate.

WHAT HAPPENS ...

IF THE PARTICIPANT IS ON A MILITARY LEAVE OF ABSENCE

If the participant is on a military leave of absence, he can continue contributing through regular payroll deductions if he receives pay from the company during the absence. If not, the participant can suspend contributions while on leave. Those contributions can be made up through payroll deductions when the participant returns to work, and company matching and Success Share contributions will be applied to those contributions.

If the participant has an outstanding loan from the plan, loan payments are suspended if he is not receiving full pay from the company.

IF THE PARTICIPANT PASSES AWAY

If a participant passes away with a balance in his plan account, his beneficiary on file with the plan will receive the participant's account.

If the beneficiary's account balance is $1,000 or less, that amount must be paid out as a distribution. This will happen automatically, minus income tax withholding, as explained in *How distributions are taxed* on page 22.

If the beneficiary's account balance is more than $1,000:

- If the beneficiary is the participant's surviving spouse, the beneficiary can delay distribution until the later of:
  - December 31 of the year in which the participant would have reached age 70½; or
  - December 31 of the year following the year of the participant's death.
- All other beneficiaries can delay distribution until December 31 of the year containing the fifth anniversary of the participant's death or the participant's surviving spouse beneficiary's death.

If the participant's beneficiary leaves the money in the plan, he can:

- Continue to access the account through Vanguard; and
- Request a distribution of all or part of the account at any time.

In some cases, the participant's beneficiary may be able to roll over the distribution to an Individual Retirement Account (IRA) or another qualified plan. The participant should see *Rolling over a distribution* on page 25 or contact Vanguard for more information.

CLAIMS AND APPEALS

All claims and appeals involving a determination of disability are adjudicated in a manner designed to ensure the independence and impartiality of the persons involved in making the decision. Decisions regarding hiring, compensation, termination, promotion, or similar matters with respect to anyone involved in claims or appeals determinations are not made based on the likelihood that the individual will support the denial of benefits.

FILING A CLAIM

If benefits are denied and the participant believes he is entitled to a benefit under the plan, he is required to mail or deliver a claim **in writing** to the Plan Benefits Administrator (see page 34) explaining the basis for the claim. The participant should provide as much information about the basis for the claim as possible.

The Plan Benefits Administrator will notify the participant of the approval or denial of the claim within:

- 45 days from receipt of the claim involving a determination of disability. If additional time is needed to render a decision, two additional 30-day periods may be taken; written notice of those extensions will be provided prior to the end of the preceding period.
- 90 days from receipt of any other type of claim. If additional time is needed to render a decision, an additional 90-day period may be taken; written notice of this extension will be provided prior to the end of the initial period.

For a claim involving a determination of disability:

- If a period of time is extended due to the participant's failure to submit information necessary for a claim decision, he will be notified of this in writing and given at least 45 days to provide the information.
- In that event, the deadline for making the decision will be extended by the length of time that passes between the date the participant was notified that more information is needed and the date the Plan Benefits Administrator receives the participant's response to the request for more information.

If the participant's request to begin benefits (or other claim) is denied, the Plan Benefits Administrator will notify him in writing with:

- Specific reason(s) for the denial.
- References to the plan provisions that support the denial.
- A description of any additional materials or information that is necessary to complete the claim, and an explanation of why the material is necessary.
- An explanation of the plan's claims review procedures and the applicable time limits.
- A statement of the participant's right to bring a civil action under ERISA section 502(a) within two years following denial of the claim on review.

APPEALING A CLAIM DENIAL

APPEALS MUST BE FILED WITHIN:

- 180 days of receipt of a claim denial involving a determination of disability.
- 60 days of receipt of any other type of claim denial.

If the participant believes his claim was incorrectly denied, he may appeal **in writing** to the Benefits Committee within the deadlines shown above. The participant may submit written comments, documents, records and other information.

Upon request, the participant will be provided, free of charge, reasonable access to and copies of all documents, records and other information relevant to his claim. The Benefits Committee's review will take into account all comments, documents, records and other information relating to the claim without regard to whether the information was submitted or considered in the initial claim determination.

The committee will notify the participant of the approval or denial of his appeal within:

- 45 days from receipt of the request for appeal of claims involving a determination of disability. If additional time is needed to render a decision, an additional 45-day period may be taken; written notice of this extension will be provided prior to the end of the initial period.
- 60 days from receipt of the request for appeal of any other type of claim. If additional time is needed to render a decision, an additional 60-day period may be taken; written notice of this extension will be provided prior to the end of the initial period.

If a period of time is extended due to the participant's failure to submit information necessary for a decision, the period for deciding the appeal will be suspended until the date on which the participant provides such additional information to the committee.

If any new or additional evidence is considered, relied upon or generated by (or at the direction of) the Benefits Committee in deciding an appeal involving a determination of disability, or if any new or additional rationale for the denial of benefits involving a determination of disability is determined by the Benefits Committee, the participant will be provided with the new or additional evidence or rationale, as applicable, and be given a reasonable opportunity to respond to such new or additional evidence or rationale.

The Benefits Committee's decision will include:

- Specific reason(s) for the denial.
- References to the plan provisions upon which the decision was based.
- If the participant's appeal involved a determination of disability, the committee's written decision will also include any internal rule, guideline, protocol or similar criterion that was relied on; and, if applicable, an explanation of the scientific or clinical judgment used by the committee in its determination, applying the terms of the plan to the participant's medical circumstances. Alternatively, the written decision may note that such explanation will be provided free of charge upon request.
- A statement that the participant can receive, without charge, copies of all documents, records and other information relevant to his claim.
- A statement of the participant's right to bring a civil action under section 502(a) of ERISA within two years after the denial on appeal.

Before bringing any legal action against the plan, the participant must exhaust his administrative remedies under the plan. Any legal action must be brought within two years of the date of the Benefits Committee's decision on appeal.

OTHER IMPORTANT INFORMATION

ADMINISTRATIVE INFORMATION

The plan name, plan sponsor and identification number are:

Phillips 66 Savings Plan
Phillips 66 Company
c/o Total Rewards Department
P.O. Box 421959
Houston, TX 77242-1959

Employer ID#: 37-1652702

ERISA INFORMATION

This information about the plan is required to be provided by the Employee Retirement Income Security Act of 1974 (ERISA).

Phillips 66 Savings Plan	
Type of plan	Employee pension benefit plan described in Section 3(2) of ERISA. Also a defined contribution plan described in Section 3(34) of ERISA, an ERISA section 404(c) plan and a profit sharing plan. Certain parts of the plan are an Internal Revenue Code section 401(k) plan, a stock bonus plan and an employee stock ownership plan (ESOP). The Phillips 66 Savings Plan is intended to constitute a plan described in Section 404(c) of the Employee Retirement Income Security Act of 1974 (ERISA) and applicable regulations. The plan offers participants the opportunity to exercise control over their account by allowing them to choose the manner in which these assets will be invested among the available investment options and by providing the rights of ownership that arise from these investments. The fiduciaries of the plan are obligated (with certain limited exceptions) to comply with a participant's investment instructions. As a result, the fiduciaries of the plan will generally be relieved of liability for any losses which are the direct and necessary result of investment instructions given by the participant.
Plan number	002
Vanguard plan number	099066
Plan year	January 1 – December 31
Plan funding/sources of contributions	The plan is funded by a combination of employee and company contributions. All contributions go into trust funds. The trust funds are administered by Vanguard and investment managers. All plan expenses are paid from the trust fund unless paid by the company. Fund operating expenses for the investment funds are deducted from the applicable fund's gross income.
Plan trustees	Custodial trustee for the Stable Value Fund: State Street Bank and Trust Company Trustee for all other purposes under the plan: Vanguard Fiduciary Trust Company 100 Vanguard Boulevard Malvern, PA 19355

AGENT FOR SERVICE OF LEGAL PROCESS

For disputes arising from this plan, legal process may be served on the General Counsel of Phillips 66 Company at the following address:

General Counsel of Phillips 66 Company
P.O. Box 421959
Houston, TX 77242-1959

Service of legal process may also be made upon Vanguard or the plan administrators at their addresses.

TRANSFERS FROM AND TO OTHER PLANS

In connection with a company transaction, the participant can transfer his account in another company's tax qualified plan into this plan, or his account in this plan to another 401(a)-qualified plan, in a direct plan-to-plan transfer that satisfies all requirements of ERISA and the Internal Revenue Code.

These transfers from and to other plans include transactions of corporate or other entity mergers, dispositions, acquisitions or joint ventures, and other types of transfers, as long as they are approved in advance by the Plan Benefits Administrator.

CHANGES TO OR TERMINATION OF THE PLAN

The company reserves the right to amend, modify or terminate the plan at any time, without notice. Any company that succeeds this company as its sponsor may amend, modify or terminate the plan at any time or continue the plan as its own separate plan. A change in the plan cannot reduce the interest the participant had in the plan on the date the change becomes effective.

Any identifiable unit or group of employees may be excluded from the plan, either before or after those employees become participants. If this is done, employees in the unit or group who are not participants will not be permitted to participate in the plan, and those employees who are already participants will no longer be permitted to contribute to the plan. However, they will have all other rights of a participant under the plan as to their plan account on the date they are excluded. For example, they can make withdrawals or exchanges among investment funds.

PLAN EXPENSES

The trust fund is required to pay all reasonable expenses necessary for the operation of the plan, including the trustee's fees and expenses, unless the company chooses to pay these expenses. **Expenses may be allocated to the account of the participant on whose behalf the expense is incurred, to the extent permitted under ERISA. An administrative fee of $9.50 per quarter is charged to each participant's account.** The trust fund also pays brokerage fees, commissions, stock transfer taxes and other charges and expenses related to the purchase or sale of securities, with these amounts being charged to the appropriate investment fund. Any investment fund operating expenses are deducted from that fund's gross income. The participant can find more information about plan expenses from the prospectus for each fund or the annual participant fee disclosure notice, which are available through Vanguard.

ASSIGNMENT OF BENEFITS

The participant's interest in the plan may not be assigned or alienated. However, payment of benefits under the plan will be made in accordance with a qualified domestic relations order (commonly referred to as a QDRO).

A qualified domestic relations order is a judgment, decree or court order (including approval of a property settlement agreement) that:

- Pertains to the provision of child support, alimony payments or marital property rights to a spouse, former spouse, child or other dependent.
- Is made pursuant to a state domestic relations law (including community property laws).
- Meets a series of specific criteria set forth in both ERISA and the Internal Revenue Code.

If Vanguard receives a certified court order that awards part or all of the participant's interest in the plan to another person, the participant will be notified and given a copy of the plan's procedures for determining whether the order is a qualified domestic relations order.

A qualified domestic relations order creates rights for a person known as an alternate payee. The alternate payee may become entitled to part or all of the participant's benefit under the plan. The order may also grant a former spouse rights normally provided to a surviving spouse under the plan, preventing a later spouse from having full spousal rights. The participant may also request, at any time and without charge, a copy of the plan's qualified domestic relations order procedures by contacting Vanguard.

PAYMENTS TO A MINOR OR LEGALLY INCOMPETENT PERSON

The Plan Benefits Administrator may allow payments to a conservator, guardian or other individual who is legally responsible for the management of a minor's or legally incompetent person's estate.

LOST PARTICIPANTS AND BENEFICIARIES

If the Plan Benefits Administrator cannot locate the participant or beneficiary to whom a payment is due, the participant's or beneficiary's account will be forfeited (given up) and used to reduce the plan's expenses. If that participant or beneficiary later makes a claim to the forfeited account, the amount forfeited will be paid to the participant or beneficiary.

RIGHTS UNDER ERISA

The plan participant is entitled to certain rights and protections under the Employee Retirement Income Security Act of 1974 (ERISA), as amended. ERISA provides that all plan participants are entitled to:

RECEIVE INFORMATION ABOUT THE PLAN AND BENEFITS

- Examine, without charge, at the Plan Benefits Administrator's office and at other specified locations, such as work sites and union halls, all documents governing the plan, including insurance contracts and collective bargaining agreements, and a copy of the latest annual report (Form 5500 Series) filed by the plan with the U.S. Department of Labor and available for review at the Public Disclosure Room of the Employee Benefits Security Administration.

- Obtain, upon written request to the Plan Benefits Administrator, copies of documents governing the operation of the plan, including insurance contracts and collective bargaining agreements, and copies of the latest annual report (Form 5500 Series) and updated Summary Plan Description. The Plan Benefits Administrator may make a reasonable charge for the copies.
- Receive a summary of the plan's annual financial report. The Plan Benefits Administrator is required by law to furnish each participant with a copy of this summary annual report.
- Obtain a statement informing the participant whether he has a right to receive a benefit at his normal retirement date (age 65), and if so, what the benefit would be at normal retirement age if he stopped working as of the date of the statement. If the participant does not have a right to a benefit, the statement will tell him how many more years he needs to work to receive the right to a benefit. **The participant must request this statement in writing. The company is not required to give the statement more than once every 12 months.** The plan must provide the statement free of charge.

PRUDENT ACTION BY PLAN FIDUCIARIES

In addition to creating rights for plan participants, ERISA imposes duties upon the people who are responsible for the operation of the plan. The people who operate the plan, called fiduciaries of the plan, have a duty to operate the plan prudently and in the interest of the participant and other plan participants and beneficiaries. No one, including the company, a union or any other person, may fire the participant or discriminate against him in any way to prevent him from obtaining benefits or exercising his rights under ERISA.

ENFORCE THE PARTICIPANT'S RIGHTS

If the participant's claim for a benefit is denied or ignored, in whole or in part, he has a right to receive a written explanation of the reason for the denial, to obtain copies of documents relating to the decision without charge, and to appeal any denial, all within certain time schedules.

Under ERISA, there are steps a participant can take to enforce his rights. For instance, if he requests a copy of plan documents or the latest summary annual report from the plan and does not receive them within 30 days, he may file suit in a federal court. In such a case, the court may require the Plan Benefits Administrator to provide the materials and pay the participant up to $110 a day until he receives the materials, unless they were not sent because of reasons beyond the control of the Plan Benefits Administrator.

If the participant has a claim for benefits that is denied or ignored, in whole or in part, he may file suit in a state or federal court. In addition, if the participant disagrees with the plan's decision or lack thereof concerning the qualified status of a domestic relations order, he may file suit in federal court. If the plan fiduciaries misuse the plan's money, or if the participant is discriminated against for asserting his rights, he may seek assistance from the U.S. Department of Labor, or file suit in a federal court.

The court will decide who should pay court costs and legal fees. If the participant is successful, the court may order the person the participant has sued to pay these costs and fees. If the participant loses — for example, if the court finds his claim is frivolous — the court may order the participant to pay these costs and fees.

ASSISTANCE WITH QUESTIONS

For questions about the plan, participants should contact Vanguard or the Plan Benefits Administrator.

For questions about this statement or about rights under ERISA, or for assistance in obtaining documents from the Plan Benefits Administrator, participants should contact the nearest office of the Employee Benefits Security Administration, U.S. Department of Labor, listed in the telephone directory or the Division of Technical Assistance and Inquiries, Employee Benefits Security Administration, U.S. Department of Labor, 200 Constitution Avenue N.W., Washington, DC 20210.

Obtain certain publications about rights and responsibilities under ERISA by calling the publications hotline of the Employee Benefits Security Administration at (866) 444-3272.

PLAN ADMINISTRATION

This table reflects who is responsible for each area of administration and their responsibilities.

Plan Administration	Responsibilities
Benefits Committee Phillips 66 Company c/o Total Rewards Department P.O. Box 421959 Houston, TX 77242-1959 (832) 765-1877 The Benefits Committee has responsibility for plan administration, including appeals of claims denials. Benefits Committee members are appointed by the Board of Directors or its designee.	• Establishing and enforcing rules and procedures for administration of the plan. • Delegating administrative duties to selected persons and/or third-party administrators. • Interpreting the plan, including the resolution of ambiguities, inconsistencies and omissions. • Determining facts and making final, binding decisions as to disputes or appeals under the plan. The committee has absolute discretion in carrying out its responsibilities.
Investment Committee Phillips 66 Company c/o Total Rewards Department P.O. Box 421959 Houston, TX 77242-1959 (832) 765-1877 The Investment Committee has responsibility for plan investments. Investment Committee members are appointed by the Board of Directors or its designee.	• Overseeing all matters related to the investment of plan assets. • Establishing policies and procedures related to the investment of plan assets.

(continued)

Plan Administration	Responsibilities
Plan Benefits Administrator Manager, Total Rewards Phillips 66 Company c/o Total Rewards Department P.O. Box 421959 Houston, TX 77242-1959 (832) 765-1877 The Plan Benefits Administrator is responsible for general administration of the plan, excluding financial management.	• Full discretionary authority to interpret and make determinations regarding plan provisions, benefit eligibility and payment amounts. • Initial determination of claims for benefits. • Administration of the plan. • Hiring persons and third-party administrators to provide plan services. • Communicating benefit rights to plan participants. • Keeping records relating to the plan, other than those kept by the Plan Financial Administrator, Vanguard, insurance companies and investment managers. • Preparing and implementing qualified domestic relations order procedures. • Delegating powers or duties to other persons and third-party administrators as appropriate.
Plan Financial Administrator Assistant Treasurer, Corporate Finance Phillips 66 Company c/o Total Rewards Department P.O. Box 421959 Houston, TX 77242-1959 (832) 765-1877 The Plan Financial Administrator is responsible for controlling and managing the assets of the plan.	• Implementing and monitoring the funding of the plan. • Coordinating activities of Vanguard, insurance companies and investment managers, and requiring them to allow audits and submit reports on their activities. • Signing trust agreements, insurance contracts and investment advisory agreements. • Preparing and filing government required reports. • Keeping records relating to plan benefits and assets. • Delegating powers or duties to other persons and third-party administrators as appropriate.

CONTACTS

Web	Phone/operating hours	Address
vanguard.com/retirementplans	(800) 523-1188 **Spanish:** (800) 828-4487 **TDD:** (800) 523-8004 Participant Services associates are available weekdays from 7:30 a.m. to 8:00 p.m. Central time	**U.S. Postal Service** The Vanguard Group Attn: Plan #099066 P.O. Box 1101 Valley Forge, PA 19482-1101 **Overnight Delivery** The Vanguard Group Attn: Plan #099066 400 Devon Park Drive Wayne, PA 19087-1815

GLOSSARY

After-tax contributions	Contributions deducted from pay after taxes are withheld. After-tax contributions are included in taxable income reported on a Form W-2. Any investment earnings associated with the participant's after-tax contributions accumulate tax-deferred. However, the investment earnings are subject to taxation according to the tax laws in effect at the time they are paid to the participant or his beneficiary.
Before-tax contributions	Contributions deducted from pay before taxes are withheld. Before-tax contributions are excluded from taxable income reported on a Form W-2. The participant's current taxes are reduced and any investment earnings on before-tax contributions accumulate tax-deferred. However, the before-tax contributions and investment earnings are subject to taxation according to the tax laws in effect at the time they are paid to the participant or his beneficiary.
ConocoPhillips stock	Shares of ConocoPhillips stock.
ConocoPhillips Stock Fund	An investment fund which contains shares of ConocoPhillips stock.
ConocoPhillips Leveraged Stock Fund	An investment fund consisting of allocated financed shares and other shares acquired by the plan as company contributions and earnings before August 5, 1989.
DowDuPont stock	Shares of DowDuPont stock.
DowDuPont Stock Fund	An investment fund which contains shares of DowDuPont stock held by the trust fund.
Employer	Phillips 66 Company and any subsidiary or other entity in which Phillips 66 directly or indirectly has an ownership interest of at least 80%.
ERISA	The Employee Retirement Income Security Act of 1974, as amended.
Leveraged Stock Fund	An investment fund consisting of allocated financed shares and other shares acquired by the plan as company contributions and earnings before August 5, 1989.
Participating company, participating companies	The companies that have adopted the plan (the participating companies) are: • Phillips 66 Company. • Phillips 66 Pipeline LLC.

(continued)

Pay	The sum of the following items paid or deemed paid under the company's payroll system during each pay period prior to the date the employee is terminated according to the company's personnel system: • Wages or salary attributable to an employee's regularly scheduled workweek, including regularly scheduled overtime, unscheduled or temporarily scheduled overtime. • Holiday pay, pay for vacation time taken, unavoidable absence benefit payments for sickness or injury, shift differentials, premium pay for holidays actually worked and, for certain employees, call-out pay. • Eligible payments made for special duty, special assignments, shore allowance or shore relief. • Eligible payments made for temporary upgrades in job classifications that are applicable to work assignments within the facility in which an employee is employed. • Back pay awarded or agreed to by the company to the extent that back benefits are to be granted. • Amounts an employee contributes to other company benefit plans (such as premiums for medical coverage under the Phillips 66 Employee Medical and Dental Assistance Plan). • Pay includes, and will be adjusted by, any amount that is paid, reported or used as an offset under company policies and payroll procedures for Worker's Compensation and state disability programs, but not for Military Pay. • Amounts both awarded and paid within the same calendar year under the Variable Cash Incentive Program of Phillips 66 (VCIP), and eligible amounts under the commercial bonus program that would have been payable under the VCIP prior to January 1, 2019. **Pay does NOT include:** • Any bonus or other compensation other than those explicitly referenced above. • Any amount that a non-represented employee may receive as a result of working extended schedules or out of classification jobs during a strike.
Phillips 66 stock, company stock	Shares of common stock, $0.01 par value, issued by Phillips 66.
Phillips 66 Stock Fund	An investment fund which contains shares of Phillips 66 stock held by the trust fund other than those contained in the Leveraged Stock Fund.
Plan year	January 1 to December 31.

(continued)

Roth 401(k) contributions	Contributions deducted from pay after taxes are withheld but which are eligible for special tax treatment when eventually distributed if certain requirements are satisfied. Roth 401(k) contributions are included in taxable income reported on a Form W-2. Any investment earnings associated with Roth 401(k) contributions accumulate tax-deferred. When the associated earnings are eventually paid to the participant or his beneficiary, they are tax-free when distributed in a qualified distribution. A qualified distribution is a distribution that is made five taxable years after the participant makes his first Roth 401(k) contribution to the plan and after the participant reaches age 59½, passes away or becomes disabled.
Sources	The various types of contributions (plus the earnings or losses on those contributions) to a plan account — including before-tax, after-tax, Roth 401(k), Thrift and Success Share, and rollovers from other plans.
Total disability	The condition of a participant who is: • Certified, on a form and in the manner prescribed by the Plan Benefits Administrator, by a physician who is licensed as a Medical Doctor (M.D.) or a Doctor of Osteopathy (D.O.), to be totally and permanently disabled by reason of any medically determinable physical or mental impairment that can be expected to result in death or to be of long-continued and indefinite duration, to the extent that the participant is unable to engage in any substantial gainful activity of the type the participant was engaged in prior to the disability; or • Determined by the Social Security Administration to be totally and permanently disabled. The participant must provide written proof from the Social Security Administration of the permanent disability.
Trustee	The fiduciary(ies) holding assets in a trust fund under the plan.
Valuation date	The day the plan's investment funds are valued by the trustee; generally, each day that the New York Stock Exchange is open for business.

NOTES