



ATTESTATION OF STOCK OWNERSHIP

Stock Swap Exercises

(Use for shares held in a brokerage account or in certificate form)

Please contact Merrill Lynch at (877) 785-6698 for further instructions

In connection with my request to exercise a stock option using previously owned stock, I hereby certify that I currently hold _____⁽¹⁾ shares of Phillips 66 stock in a brokerage account (or in certificate form) registered in my name only:

Brokerage Firm Name (or Certificate Numbers)*	
Brokerage Account Number **	
Brokerage Contact's Name **	
Contact Phone Number **	
Date of Option Exercise	

* Please attach a schedule with additional certificate numbers if more room is needed.

** Please supply this information only if your shares are in a brokerage account.

In signing this form in conjunction with my stock option exercise, I attest to the ownership of the shares of Phillips 66 stock shown above. I certify that these shares are in my name only and have been owned by me for at least the past six months (12 months if they came from the exercise of an Incentive Stock Option). Although not required, I have full power to deliver these shares to the Company and could have caused the Company to become sole owner of the shares.

Note: ConocoPhillips stock cannot be used for attestation purposes for Phillips 66 employees. However, if your ConocoPhillips shares were converted to Phillips 66 stock at the spin and prior to May 1, 2012 your ConocoPhillips stock met the six month holding period requirements (12 months for ISOs), your Phillips 66 stock after the split are deemed to also have met the requirements and those Phillips 66 stock can be used for attestation purposes.

U.S. Employees Only: Furthermore, if I am doing an ISO Stock Swap, I understand that I must continue to hold the shares used in the stock swap, as well as any new shares I will receive as a result of the stock swap, for at least one year from the date of exercise and two years from the date of grant, to avoid inclusion of the compensation income in my W-2. I further understand that the record keeping and tracking of these shares is my responsibility, and that if I do sell or otherwise dispose of the shares prior to one year, I must notify the Company.

Name (Please print)	Signature	Date
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⁽¹⁾Calculation of shares needed for Attestation

$$\begin{array}{ccccccc}
 \# & \times & \$ & \times & \$ & \times & \frac{1.05}{\text{Gross Up for}} \\
 \text{\# of Options} & & \text{Grant Price} & & \text{Tax} & & \text{Attestation} \\
 \text{Exercised} & & & & \text{(If Required)} & & \\
 & & & & & / & \$ \text{ Current Market Value} \\
 & & & & & & = \# \text{ Shares Needed for Attestation}
 \end{array}$$

* Gross up of 5% is to account for the fact that the market price might go up between when you calculate the number of shares needed for attestation and when the actual calculation is made at 4:30 p.m. Eastern time. This ensures you will have attested to enough shares so the exercise can proceed. Only the required number of shares will be used.