



SUPPLEMENT TO THE CONOCOPHILLIPS CASH BALANCE ACCOUNT
(Title II of the ConocoPhillips Retirement Plan)
SUMMARY PLAN DESCRIPTION

This notice is required by law. No action is required by you.

This is a Summary of Material Modifications (SMM) to ConocoPhillips Cash Balance Account, Title II of the ConocoPhillips Retirement Plan (Plan), as required by law. This document, when combined with the Summary Plan Description (SPD) effective January 1, 2013, summarizes the official plan text, including amendments through December 31, 2013.

The changes described below reference the appropriate page numbers of the SPD and are effective on the specified dates. Please retain this Supplement with the previously provided SPD.

Page 12 - Effective October 1, 2013, the dollar threshold for automatic payment as a lump sum of the vested benefit of an employee who terminates employment is increased to \$5,000. Participants will be notified of the payment options prior to distribution. If a participant fails to respond to the distribution notice, and the benefit amount is greater than \$1,000 but equal to or less than \$5,000, the benefit will be automatically rolled over to an IRA. The IRA will be established in the participant's name and will be invested in an investment product designed to preserve capital and provide a reasonable rate of return and liquidity. All expenses of the IRA will be charged against the IRA account. You can contact the ConocoPhillips Benefit Center for additional information regarding automatic rollovers.

Page 18 – FILING OF CLAIMS AND APPEALS UNDER THE PLAN - Effective January 1, 2014, the filing of an initial appeal of a denied claim under the Plan will be handled by the claims administrator.

Following denial of a final appeal, the time frame for filing a legal action under Section 502(a) of ERISA has been changed from three to two years.

Starting on Page 21 and as referenced throughout – PLAN ADMINISTRATION - Effective January 1, 2014, the fiduciary structure for the ConocoPhillips Retirement Plan has been changed.

The Retirement Plan Committee no longer exists. The Benefits Committee and the Retirement Plan Investment Committee are named fiduciaries for the Plan.

Benefits Committee

The benefits committee is the governing body for the Plan (other than for investments of the Plan assets held in the trust fund). Benefits committee members are appointed by the Board of Directors of ConocoPhillips Company or its designee. The benefits committee's address and phone number are:

600 N. Dairy Ashford
ML-1092
Houston, TX 77079
(918) 661-6199

The benefits committee is responsible for (among other things):

- Establishing and enforcing rules and procedures for:
 - The administration of the Plan; and
 - The selection of those who provide non-investment-related services to the Plan;
- Delegating administrative duties to selected persons and companies as appropriate;
- Interpreting the Plan; and
- Making final decisions as to any disputes or claims under the Plan.

The benefits committee has absolute discretion in carrying out its responsibilities. All interpretations, findings of fact and resolutions made by the benefits committee are binding, final and conclusive on all parties.

Retirement Plan Investment Committee

The Retirement Plan Investment Committee is responsible for the investment of Plan assets held in the trust fund. Such responsibilities include (among other things) selection and monitoring of the trustees and asset and investment-related service providers. Retirement Plan Investment Committee members are appointed by the Board of Directors of ConocoPhillips Company or its designee. The Retirement Plan Investment Committee's address and phone number are:

600 N. Dairy Ashford
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Houston, TX 77079
(918) 661-6199

The roles of Plan Benefits Administrator and Plan Financial Administrator no longer exist. All responsibilities fall to the benefits committee, Retirement Plan Investment Committee or their designee as appropriate.

Claims Administrator

The claims administrator is the person (or entity) appointed by the benefits committee responsible for deciding an initial appeal of a benefits claim denial.

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Page 26 – Glossary – Effective January 1, 2014, the defined term committee is removed and the following defined terms are added:

claims administrator: The person (or entity) appointed by the benefits committee responsible for deciding an initial appeal of a benefits claim denial.

benefits committee: The governing body for the Plan (other than for investments of the Plan assets held in the trust fund).

<p>This brief description of changes to the Plan is meant to provide a summary of information about the Plan; however, the actual ConocoPhillips Retirement Plan (including its titles) is the governing document. ConocoPhillips Company, the sponsor of the Plan, reserves the right to amend or terminate the Plan at any time, at its sole discretion. This document is not intended to modify our "at-will" employment arrangement.</p>
