CHEVRON CORP
Form DEF 14A
April 15, 2019
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant   Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §.240.14a-12

CHEVRON CORPORATION

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Date Filed:

Table of Contents

2019 proxy statement

notice of 2019 annual meeting of stockholders to be held on may 29, 2019

Table of Contents

2019 notice of the chevron corporation

annual meeting of stockholders

wednesday, may 29, 2019

8:00 a.m. PDT

Chevron Park Auditorium, 6001 Bollinger Canyon Road, San Ramon, CA 94583-2324

record date

Monday, April 1, 2019

agenda

- Elect 11 Directors named in this Proxy Statement;
- Vote on a Board proposal to ratify the appointment of PwC as our independent registered public accounting firm for 2019;
- Vote on a Board proposal to approve, on an advisory basis, Named Executive Officer compensation;
- Vote on five stockholder proposals, each if properly presented at the meeting; and
- Transact any other business that is properly presented at the Annual Meeting by or at the direction of the Board.

admission

Stockholders or their legal proxy holders may attend the Annual Meeting. Due to space constraints and other security considerations, we are not able to admit the guests of either stockholders or their legal proxy holders.

important notice regarding admission to the 2019 annual meeting

Stockholders or their legal proxy holders who wish to attend the Annual Meeting must preregister with and obtain an admission letter from Chevron s Corporate Governance Department. Admission letters will be distributed on a first-come, first-served basis. Requests for admission letters must be received by Chevron no later than 5:00 p.m.

PDT on Thursday, May 23, 2019. For complete instructions for preregistering and obtaining an admission letter, see page 89 of this Proxy Statement.

voting

Stockholders owning Chevron common stock at the close of business on Monday, April 1, 2019, or their legal proxy holders, are entitled to vote at the Annual Meeting. Please refer to pages 84 through 85 of this Proxy Statement for information about voting at the Annual Meeting.

distribution of proxy materials

On Monday, April 15, 2019, we will commence distributing to our stockholders (1) a copy of this Proxy Statement, a proxy card or voting instruction form, and our Annual Report (the Proxy Materials), (2) a Notice Regarding the Availability of Proxy Materials, with instructions to access our Proxy Materials and vote on the Internet, or (3) for stockholders who receive materials electronically, an email with instructions to access our Proxy Materials and vote on the Internet.

By Order of the Board of Directors,

Mary A. Francis

Corporate Secretary and Chief Governance Officer

Table of Contents

table of contents

Table of Contents

table of contents

Table of Contents

proxy statement

Chevron Corporation

6001 Bollinger Canyon Road

San Ramon, CA 94583-2324

Your Board of Directors is providing you with these Proxy Materials in connection with its solicitation of proxies to be voted at Chevron Corporation s 2019 Annual Meeting of Stockholders to be held on Wednesday, May 29, 2019, at 8:00 a.m. PDT at Chevron Park Auditorium, 6001 Bollinger Canyon Road, San Ramon, California, and at any postponement or adjournment of the Annual Meeting.

In this Proxy Statement, Chevron and its subsidiaries may also be referred to as we, our, the Company, t Corporation, or Chevron.

items of business

Your Board is asking you to take the following actions at the Annual Meeting:

Item(s)	Your Board s recommendation	Vote required
Item 1: Elect 11 Directors named in this Proxy Statement	Vote **FOR**	Each Director nominee who receives a majority of the votes cast (i.e., the number of shares voted FOR a Director nominee must exceed the number of shares voted AGAINST that Director nominee, excluding abstentions) will be elected a Director in an uncontested election.
Item 2: Vote to ratify the appointment of the independent registered public accounting firm	Vote **FOR**	These items are approved if the number of shares voted FOR exceeds the number of shares voted AGAINST.
Item 3: Vote to approve, on an advisory basis, Named Executive Officer	Vote **FOR**	

compensation

Items 4 8: Vote on five stockholder proposals, if properly presented	Vote **AGAINST**

If you are a street name stockholder (i.e., you own your shares through a bank, broker, or other holder of record) and do not vote your shares, your bank, broker, or other holder of record can vote your shares at its discretion ONLY on Item 2. If you do not give your bank, broker, or other holder of record instructions on how to vote your shares on Item 1 or Items 3 through 8, your shares will not be voted on those matters. If you have shares in an employee stock or retirement benefit plan and do not vote those shares, the plan trustee or fiduciary may or may not vote your shares, in accordance with the terms of the plan. Any shares not voted on Item 1 or Items 3 through 8 (whether by abstention, broker nonvote, or otherwise) will have no impact on that particular item.

We are not aware of any matters that are expected to be presented for a vote at the Annual Meeting other than those described above. If any other matter is properly be brought before the Annual Meeting by or at the direction of the Board, the proxy holders identified in the Voting and Additional Information Appointment of Proxy Holders section of this Proxy Statement intend to vote the proxies in accordance with their best judgment. When conducting the Annual Meeting, the Chairman or his designee may refuse to allow a vote on any matter not made in compliance with our By-Laws and the procedures described in the Voting and Additional Information Submission of Stockholder Proposals for 2019 Annual Meeting section of the 2018 Proxy Statement.

Table of Contents

election of directors

(item 1 on the proxy card)

The Board Nominating and Governance Committee (the BN&GC) recommended, and the Board set, a current Board size of 11 Directors. On December 4, 2018, the Board elected Debra Reed-Klages as a member of the Board. All of the 11 nominees are current Directors. Each nominee, other than Ms. Reed-Klages, was previously elected at Chevron s 2018 Annual Meeting of Stockholders.

Directors are elected annually and serve for a one-year term or until their successors are elected. If any nominee is unable to serve as a Director a circumstance we do not anticipate the Board by resolution may reduce the number of Directors or choose a substitute. Your Board has determined that each non-employee Director is independent in accordance with the New York Stock Exchange (NYSE) Corporate Governance Standards and has no material relationship with Chevron other than as a Director.

director election requirements

Each Director nominee who receives a majority of the votes cast (i.e., the number of shares voted FOR a Director nominee must exceed the number of shares voted AGAINST that Director nominee, excluding abstentions) will be elected a Director in an uncontested election.

Under Chevron s By-Laws, in an uncontested election, any Director nominated for re-election who receives more AGAINST votes than FOR votes must submit an offer of

resignation to the Board. The BN&GC must then consider all relevant facts and circumstances, including the Director s qualifications, past and expected future contributions, the overall composition of the Board, and whether Chevron would meet regulatory or similar requirements without the Director, and make a recommendation to the Board on the action to take with respect to the offer of resignation.

director qualifications and nomination processes

The BN&GC is responsible for recommending to the Board the qualifications for Board membership and for identifying, assessing, and recommending qualified Director candidates for the Board s consideration. The Board membership qualifications and nomination procedures are set forth in Chevron s Corporate Governance Guidelines, which are available on our website at *www.chevron.com/investors/corporate-governance*.

All Directors should have the following attributes:

- the highest professional and personal ethics and values, consistent with The Chevron Way and our Business Conduct and Ethics Code, both of which are available on Chevron s website at *www.chevron.com*;
- a commitment to building stockholder value;
- business acumen and broad experience and expertise at the policy-making level in one or more of the areas of particular consideration indicated below;
- the ability to provide insights and practical wisdom based on the individual s experience or expertise;
- sufficient time to effectively carry out duties as a Director; and
- independence (at least a majority of the Board must consist of independent Directors, as defined by the NYSE Corporate Governance Standards).

The BN&GC regularly reviews the appropriate skills and characteristics required of Directors in the context of the current composition of the Board, the operating requirements of the Company, and the long-term interests of stockholders.

When conducting its review of the appropriate skills and qualifications desired of Directors, the BN&GC particularly considers:

- leadership experience in business as a chief executive officer, senior executive, or leader of significant business operations;
- expertise in science, technology, engineering, research, or academia;
- extensive knowledge of governmental, regulatory, legal, or public policy issues;
- expertise in finance, financial disclosure, or financial accounting;
- experience in global business or international affairs;
- experience in environmental affairs;

service as a public company director;

diversity of age, gender, and ethnicity; and

such other factors as the BN&GC deems appropriate, given the current needs of the Board and the Company, to maintain a balance of knowledge, experience, background, and capability.

Table of Contents

election of directors

These skills, experiences, and expertise are critical to the Board s ability to provide effective oversight of the Company and are directly relevant to Chevron s business, strategy, and operations.

CEO / Senior Executive / Leader of Significant Operations	Chevron employs more than 45,000 employees in business units throughout the world. Chevron s operations involve complex organizations and processes, strategic planning, and risk management.
Science / Technology / Engineering / Research / Academia	Technology and engineering are at the core of Chevron s business and are key to finding, developing, producing, processing, and refining oil and natural gas. Our business processes are complex and highly technical.
Government / Regulatory / Legal / Public Policy	Chevron s operations require compliance with a variety of regulatory requirements in numerous countries and involve relationships with various governmental entities and nongovernmental organizations throughout the world.
Finance / Financial Disclosure / Financial Accounting	Chevron s business is multifaceted and requires complex financial management, capital allocation, and financial reporting processes.

Global Business / International Affairs	Chevron conducts business around the globe. Our business success is derived from an understanding of diverse business environments, economic conditions, and cultures and a broad perspective on global business opportunities.
Environmental	We place the highest priority on the health and safety of our workforce and protection of our assets, communities, and the environment. We are committed to continuously improving our environmental performance and reducing the potential impacts of our operations.

The Board seeks to achieve diversity of age, gender, and ethnicity and recognizes the importance of Board refreshment to ensure that it benefits from fresh ideas and perspectives. The following charts demonstrate the Board s commitment to diversity of backgrounds and Board refreshment. Since the last Annual Meeting, the Board elected Ms. Reed-Klages to the Board, who was recommended by a third party search firm.

strong board diversity

strong board refreshment

Table of Contents

election of directors

The following matrix displays the most significant skills and qualifications that each Director possesses. The BN&GC reviews this matrix periodically to ensure that the Board maintains a balance of knowledge and experience.

The BN&GC considers Director candidates suggested for nomination to the Board from stockholders, Directors, and other sources. Directors periodically suggest possible candidates, and from time to time, the BN&GC may engage a third-party consultant to assist in identifying potential candidates. The BN&GC has retained director search firms to assist with identifying potential candidates.

The BN&GC considers all potential nominees recommended by our stockholders.

Stockholders may recommend potential nominees by writing to the Corporate Secretary at 6001 Bollinger Canyon Road, San Ramon, CA 94583-2324, stating the candidate s name and qualifications for Board membership.

When considering potential nominees recommended by stockholders, the BN&GC follows the same Board membership qualifications evaluation and nomination procedures discussed in this section.

In addition, a qualifying stockholder (or stockholders) may nominate director nominees by satisfying the requirements specified in our By-Laws, which are described in the Voting and Additional Information Submission of Stockholder Proposals for 2020 Annual Meeting section of this Proxy Statement.

Table of Contents

election of directors

nominees for director

The Board Nominating and Governance Committee recommended, and the Board set, a current Board size of 11 Directors. Each of the Director nominees is a current Director.

Your Board recommends that you vote **FOR** each of these Director nominees.

Wanda M. Austin	**Chevron Committees:**	**Prior Public Company Directorships**
Retired President and Chief Executive Officer, The Aerospace Corporation	Board Nominating and Governance	(within last five years):
	Public Policy (Chair)	None
Age: 64		
Director Since: December 2016	**Current Public Company Directorships:**	**Other Directorships and Memberships:**
Independent: Yes		
	Amgen Inc.	Horatio Alger Association
		National Academy of Engineering
		University of Southern California

Dr. Austin has been Interim President of the University of Southern California since August 2018, and will hold that position until July 1, 2019. She has held an adjunct Research Professor appointment at the University of Southern California s Viterbi School s Department of Industrial and Systems Engineering since 2007. She has been Co-founder and Chief Executive Officer of MakingSpace, Inc., a leadership and STEM (science, technology, engineering, and math) consulting firm, since December 2017. She served as President and Chief Executive Officer of The Aerospace Corporation, a leading architect for the United States national security space programs, from 2008 until her retirement in 2016. From 2004 to 2007, she was Senior Vice President, National Systems Group, at Aerospace. Dr. Austin joined

Aerospace in 1979.

skills and qualifications

Business Leadership / Operations: Eight years as CEO of The Aerospace Corporation. Thirty-seven-year career with The Aerospace Corporation included numerous senior management and executive positions. CEO of MakingSpace, Inc. since December 2017.

Finance: More than a decade of financial responsibility and experience at The Aerospace Corporation. Audit Committee member at Amgen Inc.

Global Business / International Affairs: Internationally recognized for her work in satellite and payload system acquisition, systems engineering, and system simulation. Former CEO of a company that provides space systems expertise to international organizations. Director of companies with international operations.

Government / Regulatory / Public Policy: Served on President s Council of Advisors on Science and Technology and President s Review of U.S. Human Space Flight Plans Committee. Appointed to the Defense Policy Board, the Defense Science Board, and the NASA Advisory Council.

Research / Academia: Interim President at the University of Southern California. Adjunct Research Professor at the University of Southern California s Viterbi School of Engineering.

Science / Technology / Engineering: Ph.D. in Industrial and Systems Engineering from the University of Southern California, Master of Science in both Systems Engineering and Mathematics from the University of Pittsburgh. Thirty-seven-year career in national security space programs. Director at Amgen Inc., a biotechnology company. Fellow of the American Institute of Aeronautics and Astronautics. Member of the National Academy of Engineering.

Table of Contents

election of directors

John B. Frank

Vice Chairman, Oaktree Capital Group, LLC

Age: 62

Director Since: November 2017

Independent: Yes

Chevron Committees:

Audit *audit committee financial expert*

Current Public Company Directorships:

Oaktree Capital Group, LLC

Oaktree Specialty Lending Corporation

Oaktree Strategic Income Corporation

Prior Public Company Directorships

(within last five years):

None

Other Directorships and Memberships:

Good Samaritan Hospital of Los Angeles

The James Irvine Foundation

Wesleyan University

XPRIZE Foundation

Mr. Frank has been Vice Chairman since 2014, and Director since 2007, of Oaktree Capital Group, LLC, a leader among global investment managers specializing in alternative investments. He was Oaktree s Managing Principal from 2005 until 2014, having joined Oaktree in 2001 as General Counsel. Prior to that, he served as a Partner of the Los Angeles law firm of Munger, Tolles & Olson LLP.

skills and qualifications

Business Leadership / Operations: Eighteen years of service as senior executive of Oaktree Capital Group, LLC, a global investment management company, including service as principal executive officer, Vice Chairman, Director, Managing Principal, and General Counsel.

Finance: More than 20 years of financial responsibility and experience as a senior executive at Oaktree Capital Group, LLC and as the partner responsible for financial affairs at the law firm of Munger, Tolles and Olson LLP.

Global Business / International Affairs: Senior executive of Oaktree Capital Group, LLC, which conducts business worldwide from 18 offices around the globe. Regular travel around the world to meet with Oaktree s institutional clients and speak at international investment forums.

Government / Regulatory / Public Policy: Two decades of experience working with government officials regarding regulatory and public policy issues, including testimony before the U.S. Senate Finance Committee, as a senior executive of Oaktree Capital Group, LLC. Served as a Legislative Assistant to the Honorable Robert F. Drinan, Member of Congress, and as a law clerk to the Honorable Frank M. Coffin of the U.S. Court of Appeals for the First Circuit.

Legal: Served as General Counsel of Oaktree. Former Partner of Munger, Tolles & Olson LLP. Extensive experience with mergers and acquisitions and strategic, financial, and corporate governance issues. Law degree from the University of Michigan.

Table of Contents

election of directors

Alice P. Gast

President, Imperial College London

Age: 60

Director Since: December 2012

Independent: Yes

Chevron Committees:

Board Nominating and Governance

Public Policy

Current Public Company Directorships:

None

Prior Public Company Directorships

(within last five years):

None

Other Directorships and Memberships:

King Abdullah University of Science and Technology in Thuwal, Saudi Arabia

National Academy of Engineering

U.K. Research and Innovation Board

Dr. Gast has been President of Imperial College London, a public research university specializing in science, engineering, medicine, and business, since 2014. She was President of Lehigh University, a private research university, from 2006 until 2014 and Vice President for Research, Associate Provost, and Robert T. Haslam Chair in Chemical Engineering at Massachusetts Institute of Technology from 2001 until 2006. Dr. Gast was professor of chemical engineering at Stanford and the Stanford Synchrotron Radiation Laboratory from 1985 until 2001.

skills and qualifications

Environmental Affairs: At Imperial College London, oversees environmental institutes and centers and leads the university crisis management group. At Lehigh University, presided over environmental centers, advisory groups, and crisis management. Expertise in chemical and biological terrorism issues gained through service on several governmental committees.

Finance: Thirteen years of service as president of leading educational institutions, with ultimate responsibility for finance, fundraising, and endowment management.

Global Business / International Affairs: Served as a U.S. Science Envoy for the U.S. Department of State to advise on ways to foster and deepen relationships with the Caucasus and Central Asia. Serves on the Singapore Ministry of Education s Academic Research Council and on the Board of Trustees for the King Abdullah University of Science and Technology in Saudi Arabia. Serves on the Global Federation of Competitiveness Councils.

Government / Regulatory / Public Policy: Served on the Homeland Security Science and Technology Advisory Committee. Chaired the scientific review committee empaneled by the National Research Council at the request of the FBI to conduct an independent review of the investigatory methods used by the FBI in the criminal case involving the mailing of anthrax spores. Serves on the Board of UKRI, the UK Research and Innovation funding and policy body.

Research / Academia: More than three decades of service in academia and research at leading educational institutions.

Science / Technology / Engineering: M.A. and Ph.D. in chemical engineering from Princeton University. Former Vice President for Research, Associate Provost, and Robert T. Haslam Chair in Chemical Engineering at Massachusetts Institute of Technology and professor of chemical engineering at Stanford University and the Stanford Synchrotron Radiation Laboratory. Member of the National Academy of Engineering.

Table of Contents

election of directors

Enrique Hernandez, Jr.

Chairman and Chief Executive Officer, Inter-Con Security Systems, Inc.

Age: 63

Director Since: December 2008

Independent: Yes

Chevron Committees:

Management Compensation (Chair)

Public Policy

Current Public Company Directorships:

McDonald s Corporation

Prior Public Company Directorships (within last five years):

Nordstrom, Inc.

Wells Fargo & Company

Other Directorships and Memberships:

Harvard College Visiting Committee

Harvard University Resources Committee

John Randolph Haynes and Dora Haynes Foundation

Mr. Hernandez has been Chairman and Chief Executive Officer of Inter-Con Security Systems, Inc., a global provider of security and facility support services to governments, utilities, and industrial customers, since 1986. He was President of Inter-Con from 1986 until 2018, and was previously Executive Vice President and Assistant General Counsel from 1984 until 1986. He was an associate of the law firm of Brobeck, Phleger & Harrison from 1980 until 1984.

skills and qualifications

Business Leadership / Operations: Served more than three decades as CEO of Inter-Con Security Systems, Inc. Co-founder of Interspan Communications, a television broadcasting company. Chairman of the Board of McDonald s Corporation.

Finance: More than three decades of financial responsibility and experience at Inter-Con Security Systems, Inc. Chaired the Audit Committee at McDonald s Corporation. Former Chair of the Finance Committee and the Risk Committee at Wells Fargo & Company. Former Audit Committee member at Great Western Financial Corporation, Nordstrom, Inc., Washington Mutual, Inc., and Wells Fargo & Company.

Global Business / International Affairs: CEO of a company that conducts business worldwide. Director of a company with international operations, and former director of companies with international operations.

Government / Regulatory / Public Policy: Trustee of the John Randolph Haynes Foundation, which has funded hundreds of important urban studies in education, transportation, local government elections, public safety, and other public issues. Former appointee and Commissioner and President of the Los Angeles Police Commission. Served on the U.S. National Infrastructure Advisory Committee.

Legal: Served as Executive Vice President and Assistant General Counsel of Inter-Con Security Systems. Former litigation associate of the law firm of Brobeck, Phleger & Harrison. Law degree from Harvard Law School.

Table of Contents

election of directors

Charles W. Moorman IV

Retired Chairman and Chief Executive Officer, Norfolk Southern Corporation

Age: 67

Director Since: May 2012

Independent: Yes

Chevron Committees:

Audit (Chair) *audit committee financial expert*

Current Public Company Directorships:

Duke Energy Corporation

Oracle Corporation

Prior Public Company Directorships

(within last five years):

Norfolk Southern Corporation

Other Directorships and Memberships:

Focused Ultrasound Foundation

Georgia Tech Foundation Inc.

National Academy of Engineering

Nature Conservancy of Virginia

Mr. Moorman served as co Chief Executive Officer of Amtrak, a passenger rail service provider, from July 2017 until his retirement in December 2017, having served as President and Chief Executive Officer from September 2016 until July 2017. He was previously Chairman from 2006, and Chief Executive Officer from 2004, of Norfolk Southern Corporation, a freight and transportation company, until his retirement in 2015. He served as President of Norfolk Southern from 2004 until 2013. Prior to that, Mr. Moorman was Senior Vice President of Corporate Planning and Services from 2003 until 2004 and Senior Vice President of Corporate Services in 2003. Mr. Moorman joined Norfolk Southern in 1975.

skills and qualifications

Business Leadership / Operations: Served more than a decade as CEO of Norfolk Southern Corporation. Forty-year career with Norfolk Southern included numerous senior management and executive positions, with emphasis on operations.

Environmental Affairs: At Norfolk Southern Corporation, gained experience with environmental issues related to transportation of coal, automotive, and industrial products. Former Virginia chapter chair and current Virginia chapter director of The Nature Conservancy, a global conservation organization. Served as a trustee of the Chesapeake Bay Foundation, whose mission is to protect the environmental integrity of the bay.

Finance: Former Chairman and CEO of Fortune 500 company. More than three decades of financial responsibility and experience at Norfolk Southern Corporation.

Government / Regulatory / Public Policy: More than four decades of experience in the highly regulated freight and transportation industry.

Science / Technology / Engineering: Forty-year career with Norfolk Southern included numerous senior management and executive positions requiring expertise in engineering and technology. Norfolk Southern builds and maintains track and bridges, operates trains and equipment, and designs and manages complex information technology systems. Member of the National Academy of Engineering.

Table of Contents

election of directors

Dambisa F. Moyo	Chevron Committees:	Prior Public Company Directorships
Chief Executive Officer, Mildstorm LLC	Audit *audit committee financial expert*	(within last five years):
Age: 50		Barrick Gold Corporation
Director Since: October 2016	**Current Public Company Directorships:**	SABMiller plc
Independent: Yes		Seagate Technology
	3M Company	**Other Directorships and Memberships:**
	Barclays plc (retiring May 2, 2019)	None

Dr. Moyo has been Chief Executive Officer of Mildstorm LLC, a financial and economics firm, since she founded it in 2015. She is a global economist and commentator analyzing the macroeconomy and international affairs. Since 2008, Dr. Moyo has been engaged in researching, speaking, and writing about international macroeconomics. From 2001 to 2008, she worked at Goldman Sachs, a multinational investment bank and financial services company, in various roles, including as an economist. Prior to that she worked at the World Bank, an international financial institution in Washington, D.C., from 1993 until 1995.

skills and qualifications

Environmental Affairs: As director at Barrick Gold Corporation, served on the committee that considered and provided oversight on environmental matters.

Finance: Ten years of experience at Goldman Sachs and the World Bank. Ph.D. in economics from the University of Oxford and MBA in finance from the American University. Audit Committee member at 3M Company. Former Audit Committee and Risk Committee member at Barrick Gold Corporation.

Global Business / International Affairs: Traveled to more than 80 countries, with a particular focus on the interplay of international business and the global economy, while highlighting key opportunities for investment. Director of companies with international operations.

Government / Regulatory / Public Policy: Ten years of experience in the highly regulated banking and financial services industry. MPA in Public Administration from John F. Kennedy School of Government, Harvard.

Research / Academia: Author of four *New York Times* bestsellers. Dr. Moyo s writing regularly appears in economic and finance-related publications.

Table of Contents

election of directors

Debra Reed-Klages

Retired Chairman, Chief Executive Officer and President, Sempra Energy

Age: 62

Director Since: December 2018

Independent: Yes

Chevron Committees:

Management Compensation

Public Policy

Current Public Company Directorships:

Caterpillar Inc.

Prior Public Company Directorships

(within last five years):

Halliburton Company

Oncor Electric Delivery Company LLC

Sempra Energy

Other Directorships and Memberships:

California Horse Racing Board

The Trusteeship, International Women s Forum

Rady Children s Hospital and Health Center

Rady Children s Hospital San Diego, CA

State Farm Mutual Board of Directors

University of Southern California Viterbi School of Engineering, Board of Councilors

Ms. Reed-Klages served as Chairman from 2012, Chief Executive Officer from 2011, and President from 2017 until her retirement in 2018 of Sempra Energy, an energy services holding company whose operating units invest in, develop, and operate energy infrastructure, and provide electric and gas services to customers in North and South America. Prior to that, she was Executive Vice President of Sempra Energy from 2010 to 2011. From 2006 to 2010, she served as President and Chief Executive Officer of San Diego Gas and Electric and Southern California Gas Co. (SoCalGas), Sempra s regulated California utilities. She joined SoCalGas in 1978 as an energy systems engineer.

skills and qualifications

Business Leadership / Operations: Served seven years as CEO of Sempra Energy. Over three decades of experience in senior management and executive positions at Sempra, including responsibility for utility and infrastructure operations.

Environmental Affairs: As Chairman and CEO of Sempra Energy, oversaw all aspects of Sempra s environmental and sustainability policies and strategies, which include initiatives to address challenges like limiting water use, improving the quality and efficiency of operations, infrastructure development and access to energy, human health, and environmental safety.

Finance: Former Chairman and CEO of Fortune 500 company. More than a decade of financial responsibility and experience at Sempra Energy. Former CFO of San Diego Gas & Electric and SoCalGas.

Global Business / International Affairs: Former Chairman and CEO of Fortune 500 company that conducts business in Mexico and South America. Director of a company with international operations, and former director of companies with international operations.

Government / Regulatory / Public Policy: At Sempra Energy, worked with and adhered to the rules established by the California Public Utilities Commission, the principal regulator of Sempra s California utilities. Served four years on the National Petroleum Council, a federally chartered advisory committee to the U.S. Secretary of Energy.

Science / Technology / Engineering: Bachelor of Science in civil engineering from the University of Southern California. Served in a variety of senior management and executive positions at Sempra Energy, requiring expertise in engineering and technology.

Table of Contents

election of directors

Ronald D. Sugar

Retired Chairman and Chief Executive Officer, Northrop Grumman Corporation

Lead Director Since: 2015

Age: 70

Director Since: April 2005

Independent: Yes

Chevron Committees:

Board Nominating and Governance (Chair)

Management Compensation

Prior Public Company Directorships (within last five years):

None

Current Public Company Directorships:

Air Lease Corporation

Amgen Inc.

Apple Inc.

Other Directorships and Memberships:

Alliance College-Ready Public Schools

Los Angeles Philharmonic Association

National Academy of Engineering

Uber Technologies, Inc. (Chair)

UCLA Anderson School of Management Board of Visitors

University of Southern California

Dr. Sugar is a senior advisor to various businesses and organizations, including Ares Management LLC, a leading private investment firm; Bain & Company, a global consulting firm; Temasek Americas Advisory Panel, a private investment company based in Singapore; and the G100 Network and the World 50, peer-to-peer exchanges for current and former senior executives and directors from some of the world s largest companies. He is also an advisor to Northrop Grumman Corporation, a global security and defense company, and was previously Northrop s Chairman and Chief Executive Officer from 2003, until his retirement in 2010, and President and Chief Operating Officer, from 2001 until 2003. He joined Northrop Grumman in 2001, having previously served as President and Chief Operating Officer of Litton Industries, Inc., a developer of military products, and earlier as an executive of TRW Inc., a developer of missile systems and spacecraft.

skills and qualifications

Business Leadership / Operations: Served seven years as CEO of Northrop Grumman Corporation. Held senior management and executive positions, including service as COO, at Northrop Grumman, Litton Industries, Inc., and TRW Inc.

Environmental Affairs: As Chairman, CEO, and President of Northrop Grumman Corporation, oversaw environmental assessments and remediations at shipyards and aircraft and electronics factories.

Finance: Former CFO of Fortune 500 company. More than three decades of financial responsibility and experience at Northrop Grumman, Litton Industries, Inc., and TRW Inc. Current Audit Committee Chair at Apple Inc. and former Audit Committee Chair at Chevron.

Global Business / International Affairs: Former CEO of Fortune 500 company with extensive international operations. Current and former director of companies with international operations.

Government / Regulatory / Public Policy: At Northrop Grumman Corporation, a key government contractor, oversaw development of weapons and other technologies. Appointed by President of the United States to the National Security Telecommunications Advisory Committee. Former director of the World Affairs Council of Los Angeles.

Science / Technology / Engineering: Ph.D. in electrical engineering from the University of California at Los Angeles. Served in a variety of senior management and executive positions at Northrop Grumman, Litton Industries, Inc., and TRW Inc., requiring expertise in engineering and technology. Director at Amgen Inc., a biotechnology company; Apple Inc., a designer, manufacturer and marketer of, among other things, personal computers, mobile communication, and media devices; and former director at BeyondTrust, a global cybersecurity company. Member of National Academy of Engineering.

Table of Contents

election of directors

Inge G. Thulin

Executive Chairman, 3M Company

(retiring June 1, 2019)

Age: 65

Director Since: January 2015

Independent: Yes

Chevron Committees:

Audit *audit committee financial expert*

Current Public Company Directorships:

3M Company

Merck & Co., Inc.

Prior Public Company Directorships

(within last five years):

None

Other Directorships and Memberships:

The Business Council

Business Roundtable

Council on Foreign Relations

World Economic Forum

Mr. Thulin has been Executive Chairman of 3M Company, a diversified global manufacturer, technology innovator, and marketer of a variety of products and services, since July 2018. Effective June 1, 2019, he will be retiring as Executive Chairman. He served as 3M s Chairman, President and Chief Executive Officer from 2012 until June 2018. He was Executive Vice President and Chief Operating Officer of 3M from 2011 until 2012, with responsibility for all of 3M s business segments and international operations. From 2004 until 2011, Mr. Thulin was 3M s Executive Vice President of International Operations. He joined 3M Sweden in 1979, working in sales and marketing, and has held numerous leadership positions in Asia-Pacific, Europe, and the Middle East and across multiple businesses.

skills and qualifications

Business Leadership / Operations: Six years of service as CEO of 3M Company. More than three decades of experience in senior management and executive positions at 3M Company, including responsibility for international operations.

Environmental Affairs: As Executive Chairman, and former CEO and President of 3M Company, oversees all aspects of 3M s environmental and sustainability policies and strategies, which include initiatives to address challenges like energy availability and security, raw material scarcity, human health, and environmental safety, education, and development.

Finance: CEO of Fortune 100 company. More than three decades of financial responsibility and experience at 3M Company.

Global Business / International Affairs: Executive Chairman and former CEO and President of Fortune 500 company with extensive international operations. At 3M Company, served as Executive Vice President for International Operations and as Managing Director of 3M Russia. Member of the International Business Council of the World Economic Forum. Served on the President s Advisory Committee for Trade Policy and Negotiations. Director of companies with international operations.

Science / Technology / Engineering: Has served in a variety of senior management and executive positions at 3M Company, requiring expertise in engineering and technology. 3M is a diversified technology company. Director at Merck & Co., Inc., a biopharmaceutical company.

Table of Contents

election of directors

D. James Umpleby III

Chairman and Chief Executive Officer, Caterpillar Inc.

Age: 61

Director Since: March 2018

Independent: Yes

Chevron Committees:

- Board Nominating and Governance
- Management Compensation

Prior Public Company Directorships (within last five years):

- None

Current Public Company Directorships:

- Caterpillar Inc.

Other Directorships and Memberships:

- Business Roundtable
- Latin America Conservation Council
- National Petroleum Council
- Peterson Institute for International Economics
- Rose-Hulman Institute of Technology
- U.S.-China Business Council
- U.S.-India CEO Forum
- U.S.-India Strategic Partnership Forum

Mr. Umpleby has been Chairman since 2018, and Chief Executive Officer since 2017, of Caterpillar Inc., a leading manufacturer of construction and mining equipment, diesel and natural gas engines, industrial gas turbines, and diesel electric locomotives. He was Group President of Caterpillar from 2013 until 2016, with responsibility for Caterpillar s energy and transportation business segment, and Vice President from 2010 to 2013. He joined Solar Turbines Incorporated in 1980 as an associate engineer. Solar Turbines became a wholly owned Caterpillar subsidiary in 1981.

skills and qualifications

Business Leadership / Operations: Chairman and CEO of Caterpillar, a Fortune 100 company. More than three decades of experience in senior management and executive positions at Caterpillar Inc., including responsibility for engineering, manufacturing, marketing, sales, and services.

Environmental Affairs: As Chairman and CEO of Caterpillar Inc., oversees all aspects of Caterpillar s environmental and sustainability policies and strategies, which include initiatives to address challenges like preventing waste, improving the quality and efficiency of operations, developing infrastructure and ensuring access to energy, human health, and environmental safety. Serves as a member of the Latin America Conservation Council, in partnership with The Nature Conservancy, a global conservation organization. Former director of the World Resources Institute, an international research nonprofit organization working to secure a sustainable future.

Finance: Chairman and CEO of Fortune 100 company. More than a decade of financial responsibility and experience at Caterpillar Inc.

Global Business / International Affairs: Chairman and CEO of Fortune 100 company with extensive international operations. Served in assignments at Caterpillar in Singapore and Kuala Lumpur from 1984 to 1990. Director of the Peterson Institute for International Economics, the U.S.-China Business Council, the U.S.-India Business Strategic Partnership Forum, and a member of the U.S.-India CEO Forum.

Science / Technology / Engineering: Bachelor of Science in Mechanical Engineering from the Rose-Hulman Institute of Technology. Has served in a variety of senior management and executive positions at Caterpillar Inc., requiring expertise in engineering and technology.

Table of Contents

Michael K. Wirth **Chairman and Chief Executive Officer, Chevron Corporation**	**Chevron Committees:** None	**Prior Public Company Directorships** (within last five years): None
Age: 58 **Director Since:** February 2017 **Independent:** No	**Current Public Company Directorships:** None	**Other Directorships and Memberships:** American Petroleum Institute American Society of Corporate Executives The Business Council Business Roundtable Catalyst International Business Council of the World Economic Forum National Petroleum Council

Mr. Wirth has been Chairman and Chief Executive Officer of Chevron since February 2018. He was Vice Chairman in 2017 and Executive Vice President of Midstream & Development from 2016 until 2018, where he was responsible for supply and trading, shipping, pipeline, and power operating units; corporate strategy; business development; and policy, government and public affairs. He served as Executive Vice President of Downstream & Chemicals from 2006 to 2015. From 2003 until 2006, Mr. Wirth was President of Global Supply & Trading. Mr. Wirth joined Chevron in 1982.

skills and qualifications

Business Leadership / Operations: Chairman and CEO of Chevron. Twelve years as Executive Vice President of Chevron. More than three decades of experience in senior management and executive positions at Chevron.

Environmental Affairs: As Chairman and CEO of Chevron, oversees all aspects of Chevron s environmental policies and strategies. Oversaw environmental policies and strategies of Chevron s Downstream & Chemicals and shipping and pipeline operations.

Finance: CEO of Fortune 100 company. More than a decade of financial responsibility and experience at Chevron.

Global Business / International Affairs: Chairman and CEO of Fortune 100 company with extensive international operations. Served as President of Marketing for Chevron s Asia/Middle East/Africa marketing business based in Singapore and served as director of Caltex Australia Ltd. and GS Caltex in South Korea.

Government / Regulatory / Public Policy: More than three decades of experience in highly regulated industry. As Chairman and CEO of Chevron, oversees all aspects of Chevron s government, regulatory, and public policy affairs.

Science / Technology / Engineering: Bachelor s degree in Chemical Engineering from the University of Colorado. More than three decades of experience at Chevron. Joined as a design engineer and advanced through a number of engineering, construction, marketing, and operations roles.

vote required

Each Director nominee who receives a majority of the votes cast (i.e., the number of shares voted FOR a Director nominee must exceed the number of shares voted AGAINST that Director nominee, excluding abstentions) will be elected a Director in an uncontested election. Any shares not voted (whether by abstention or otherwise) will have no impact on the elections. If you are a street name stockholder and do not vote your shares, your bank, broker, or other holder of record cannot vote your shares at its discretion in these elections.

If the number of Director nominees exceeds the number of Directors to be elected a circumstance we do not anticipate the Directors shall be elected by a plurality of the shares present in person or by proxy at the Annual Meeting, or any adjournment or postponement thereof, and entitled to vote on the election of Directors.

your board s recommendation

Your Board recommends that you vote **FOR** the 11 Director nominees named in this Proxy Statement.

Table of Contents

director compensation

overview

Our compensation for non-employee Directors is designed to be competitive with compensation for directors of other large, global energy companies and other large, capital-intensive, international companies; to link rewards to business results and stockholder returns; and to align stockholder and Director interests through increased Director ownership of Chevron common stock. We do not have a retirement plan for non-employee Directors. Our Chief Executive Officer is not paid additional compensation for service as a Director.

The BN&GC evaluates and recommends to the non-employee Directors of the Board the compensation for non-employee Directors, and the non-employee Directors of the Board approve the compensation. Our executive officers have no role in determining the amount or form of non-employee Director compensation.

In 2018, the BN&GC retained the services of an independent compensation consultant, Pearl Meyer & Partners, LLC (Pearl Meyer), to assist the BN&GC with its periodic review of Chevron s non-employee Director compensation program relative to Chevron s Oil Industry Peer Group and Non Oil Industry Peer Group, which are identified in Use of Peer Groups in the Compensation Discussion and Analysis section of this Proxy Statement.

Based on this review, the BN&GC recommended, and the non-employee Directors of the Board agreed, that no changes should be made to Director compensation in 2019.

Pearl Meyer and its lead consultant report directly to the BN&GC under the terms of the engagement, but may work cooperatively with management to develop analyses and proposals when requested to do so by the BN&GC. Pearl Meyer does not provide any services to the Company.

non-employee director compensation

In 2018, each non-employee Director received annual compensation of $375,000, with 40 percent paid in cash (or stock options at the Director s election) and 60 percent paid in restricted stock units. An additional cash retainer, in the amounts below, is paid to the Lead Director and each Committee Chair. Directors do not receive fees for attending Board or Board Committee meetings, nor do they receive fees for meeting with stockholders.

Position	Cash Retainers[(1)]	Restricted Stock Units[(2)]
Non-Employee Director	$ 150,000	$ 225,000
Lead Director	$ 30,000	
Audit Committee Chair	$ 30,000	

Management Compensation Committee Chair	$	25,000
Board Nominating and Governance Committee Chair	$	20,000
Public Policy Committee Chair	$	20,000

(1) Each cash retainer is paid in monthly installments beginning with the date the Director is elected to the Board. Under the Chevron Corporation Non-Employee Directors Equity Compensation and Deferral Plan (the NED Plan), Directors can elect to receive nonstatutory/nonqualified stock options instead of any portion of their cash compensation. Directors can also elect to defer receipt of any portion of their cash compensation. Deferral elections must be made by December 31 in the year preceding the year in which the cash to be deferred is earned. Deferrals are credited, at the Director s election, into accounts tracked with reference to the same investment fund options available to participants in the Chevron Deferred Compensation Plan for Management Employees II, including a Chevron Common Stock Fund. Distribution of deferred amounts is in cash except for amounts valued with reference to the Chevron Common Stock Fund, which are distributed in shares of Chevron common stock.

(2) Restricted stock units (RSUs) are granted on the date of the Annual Meeting at which the Director is elected. If a Director is elected to the Board between annual meetings, a prorated grant is made. RSUs are paid out in shares of Chevron common stock unless the Director has elected to defer the payout until retirement. RSUs are subject to forfeiture (except when the Director dies, reaches mandatory retirement age of 74, becomes disabled, changes primary occupation, or enters government service) until the earlier of 12 months or the day preceding the first Annual Meeting following the date of the grant.

expenses and charitable matching gift program

Non-employee Directors are reimbursed for out-of-pocket expenses incurred in connection with the business and affairs of Chevron. Non-employee Directors are eligible to participate in Chevron Humankind, our charitable matching gift and community involvement program, which is available

to any employee, retiree, or Director. For employees and Directors, we match contributions to eligible entities and grants for volunteer time, up to a maximum of $10,000 per year.

Table of Contents

director compensation

compensation during the fiscal year ended december 31, 2018

The following table sets forth the compensation of our non-employee Directors for the fiscal year ended December 31, 2018.

Name	Fees earned or paid in cash ($)[1]	Stock awards ($)[2]	Option awards ($)[3]	All other compensation ($)[4]	Total ($)
Wanda M. Austin	$ 160,000[5]	$ 225,000		$ 31,011	$ 416,011
Linnet F. Deily[6]	$ 82,046[5]			$ 22,483	$ 104,529
Robert E. Denham[6]				$ 23,354	$ 23,354
John B. Frank	$ 112,500[7]	$ 225,000	$ 75,000	$ 30,436	$ 442,936
Alice P. Gast	$ 150,000[7]	$ 225,000		$ 43,651	$ 418,651
Enrique Hernandez, Jr.		$ 225,000	$ 175,000[5]	$ 12,349	$ 412,349
Charles W. Moorman IV	$ 87,019[5][7]	$ 225,000	$ 180,000[5]	$ 11,180	$ 503,199
Dambisa F. Moyo	$ 150,000	$ 225,000		$ 27,567	$ 402,567
Debra Reed-Klages[8]		$ 108,791		$ 381	$ 109,172
Ronald D. Sugar	$ 197,500[5][7][9]	$ 225,000		$ 34,076	$ 456,576
Inge G. Thulin		$ 225,000	$ 150,000	$ 1,180	$ 376,180
D. James Umpleby III[10]	$ 112,087[7]	$ 280,632		$ 11,881	$ 404,600

(1) Form of compensation selected by a Director, as described above, can result in differences in reportable compensation.

(2) Amounts reflect the grant date fair value for restricted stock units granted in 2018 under the NED Plan. We calculate the grant date fair value of these awards in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation Stock Compensation (ASC Topic 718), for financial reporting purposes. The grant date fair value of these RSUs was $121.39 per unit, the closing price of Chevron common stock on May 29, 2018, except for the prorated award for Ms. Reed-Klages. For Ms. Reed-Klages, the grant date fair value was $117.24 per unit, the closing price of Chevron common stock on December 4, 2018, the day she joined the Board. Ms. Reed-Klages received a prorated grant of 927 RSUs for the compensation period covering December 4, 2018, through May 28, 2019. In addition to the annual grant received on May 30, 2018, Mr. Umpleby received a prorated grant of 496 RSUs for the compensation period covering March 1, 2018, through May 29, 2018. For this prorated grant, the grant date fair value was $112.04 per unit, the closing price of Chevron common stock on March 1, 2018, the day Mr. Umpleby joined the Board. RSUs accrue dividend equivalents, the value of which is factored into the grant date fair value. For purposes of this table only, estimates of forfeitures related to service-based vesting conditions have been disregarded. RSUs are payable in Chevron common stock.

At December 31, 2018, the following Directors had the following number of shares subject to outstanding stock awards or deferrals:

Name	Restricted stock[(a)]	Stock units[(a)]	Restricted stock units[(a)]	Stock units from Director s deferral of cash retainer[(b)]	Total
Wanda M. Austin			1,889		1,889
Linnet F. Deily		3,790			3,790
Robert E. Denham		12,052	29,851	23,016	64,919
John B. Frank			3,053		3,053
Alice P. Gast			11,360		11,360
Enrique Hernandez, Jr.			15,539	1,242	16,781
Charles W. Moorman IV			15,920	9,670	25,590
Dambisa F. Moyo			1,889		1,889
Debra Reed-Klages			927		927
Ronald D. Sugar	2,550	7,805	31,741	16,067	58,163
Inge G. Thulin			9,994	588	10,582
D. James Umpleby III			1,889		1,889

(a) Non-employee Directors received awards of restricted stock and stock units from 2004 through 2006 and awards of RSUs beginning in 2007. Awards of restricted stock are fully vested and are settled in shares of Chevron common stock upon retirement. Awards of stock units are settled in shares of Chevron common stock in one to 10 annual installments following the Director s retirement, resignation, or death. The terms of awards of RSUs are described above.

(b) Distribution will be made in either one or 10 annual installments for compensation deferred after December 31, 2004, and distributions will be made in one to 10 annual installments for compensation deferred prior to January 1, 2005. Any deferred amounts unpaid at the time of a Director s death are distributed to the Director s beneficiary.

(3) For Directors electing to receive stock options in lieu of all or a portion of the annual cash retainer, the stock options are granted on the date of the Annual Meeting that the Director is elected. The stock options are exercisable for that number of shares of Chevron common stock determined by dividing the amount of the cash retainer subject to the election by the Black-Scholes value of a stock option on the date of grant. Elections to receive stock options in lieu of any portion of cash compensation must be made by December 31 in the year preceding the year in which the stock options are granted. The stock options have an exercise price based on the closing price of Chevron common stock on the date of grant.

Table of Contents

director compensation

Amounts reported here reflect the grant date fair value for stock options granted on May 30, 2018, except for Mr. Moorman, whose stock options were granted on July 24, 2018. The grant date fair value was determined in accordance with ASC Topic 718 for financial reporting purposes. The grant date fair value of each option is calculated using the Black-Scholes model. Stock options granted on May 30, 2018 and July 24, 2018, using the measurement date of May 30, 2018, have an exercise price of $125.16 and a grant date fair value of $17.42. The assumptions used in the Black-Scholes model to calculate this grant date fair value were: an expected life of 6.5 years, a volatility rate of 20.3 percent, a risk-free interest rate of 2.74 percent, and a dividend yield of 3.86 percent. For purposes of this table only, estimates of forfeitures related to service-based vesting conditions have been disregarded.

Messrs. Frank, Hernandez, Moorman and Thulin each elected to receive all or a part of their 2018 annual cash compensation in the form of stock options. The number of stock options granted in 2018 was 4,305 to Mr. Frank, 10,045 to Mr. Hernandez, 10,332 to Mr. Moorman and 8,610 to Mr. Thulin. One-half of the stock options vests on November 30, 2018, and the remaining half vests on the earlier of the last day of the Annual Compensation Cycle to which the grant relates or May 30, 2019. Stock options expire after 10 years.

At December 31, 2018, Mr. Denham had 24,201, Mr. Frank had 4,305, Mr. Hernandez had 88,092, Mr. Moorman had 10,332 and Mr. Thulin had 44,429 outstanding vested and unvested stock options. Under the rules governing awards of stock options under the NED Plan, Directors who retire in accordance with Chevron s Director Retirement Policy have until 10 years from the date of grant to exercise any outstanding option.

(4) All Other Compensation for 2018 includes the following items:

Name	Insurance[(a)]	Perquisites[(b)]	Charitable[(c)]
Wanda M. Austin	$ 862	$ 20,149	$ 10,000
Linnet F. Deily	$ 323	$ 12,160	$ 10,000
Robert E. Denham	$ 323	$ 13,031	$ 10,000
John B. Frank	$ 862	$ 19,574	$ 10,000
Alice P. Gast	$ 862	$ 32,789	$ 10,000
Enrique Hernandez, Jr.	$ 862		$ 10,000
Charles W. Moorman IV	$ 862		$ 10,000

Dambisa F. Moyo	$ 862	$ 26,705	
Debra Reed-Klages	$ 63		
Ronald D. Sugar	$ 862	$ 23,214	$ 10,000
Inge G. Thulin	$ 862		
D. James Umpleby III	$ 727		$ 10,000

(a) Amounts reflect the annualized premium for accidental death and dismemberment insurance coverage paid by Chevron.

(b) Reflects perquisites and personal benefits received by a Director in 2018 to the extent that the total value of such perquisites and personal benefits was equal to or exceeded $10,000.

Generally, every two years, the Board travels to an international Chevron location of operation to gain additional insight into Chevron s operations in such location and to meet with local and expatriate Chevron management and personnel, as well as local, state and national officials. Directors spouses or guests are invited to attend the international Board trip to learn about Chevron s operations, foster social interaction among the Directors and executives, attend receptions with local and expatriate Chevron employees and their families and with local government officials, tour Chevron facilities, and participate in community engagement and other goodwill activities on behalf of Chevron.

Reflects the actual aggregate incremental cost incurred in connection with the attendance of each Director s spouse or guest at the Board of Directors September 2018 trip to Argentina, including for commercial air travel, lodging, meals, tours and other activities. In addition, the amounts reflect costs incurred for all participants for certain excursions and events on the Argentina Board trip, including travel on corporate and charter aircraft to a non-company location. Except for use of corporate aircraft, which incremental cost was calculated in the manner as described in the Summary Compensation Table under footnote (6) (e) , the amounts presented reflect the actual aggregate incremental cost to Chevron. (Incremental cost was $32,471 and $26,386 for Drs. Gast and Moyo, respectively.)

For each of Ms. Deily and Mr. Denham, amount includes the value of gifts presented upon their retirement. For each of Dr. Austin and Mr. Denham, amount reflects aggregate incremental actual cost incurred in connection with their spouses attendance at Company sponsored events associated with the retirement of Ms. Deily and Mr. Denham, including meals and transportation. A holiday gift was given to each Director.

(c) Amounts reflect payments made to charitable organizations under Chevron Humankind, our charitable matching gift and community involvement program, to match donations made by the Directors in 2018.

(5) Amount includes the additional retainer paid for serving as a Board Committee Chair during 2018.

(6) Ms. Deily and Mr. Denham retired from the Board on May 30, 2018. For Mr. Denham, he elected to receive his compensation in the form of stock options in lieu of cash, which were granted on May 31, 2017 for the compensation period covering May 31, 2017, through May 29, 2018.

(7) The Director has elected to defer part or all of the annual cash retainer under the NED Plan in 2018. None of the earnings under the NED Plan are above market or preferential.

(8) Ms. Reed-Klages joined the Board on December 4, 2018. Her cash retainer payment commenced in January 2019.

(9) Amount includes the additional retainer paid for serving as Lead Director during 2018.

(10) Mr. Umpleby joined the Board on March 1, 2018.

Table of Contents

corporate governance

overview

Chevron is governed by a Board of Directors and Board Committees that meet throughout the year. Directors discharge their responsibilities at Board and Committee meetings and through other communications with

management. Your Board is committed to strong corporate governance structures and practices that help Chevron compete more effectively, sustain its success, and build long-term stockholder value.

role of the board of directors

Your Board oversees and provides guidance for Chevron s business and affairs. The Board oversees the development of Chevron s strategy and business planning process and management s implementation of them. It monitors corporate performance, the integrity of Chevron s financial controls, and the effectiveness of its legal compliance and

enterprise risk management programs. This is generally a year-round process, culminating in Board reviews of Chevron s strategic plan, its business plan, the next year s capital expenditures budget, and key financial and operational indicators. Your Board also oversees management and the succession of key executives.

board leadership structure

Under Chevron s By-Laws, the positions of Chairman of the Board and Chief Executive Officer are separate positions that may be occupied by the same person at the discretion of the Board. Chevron s independent Directors select the Chairman of the Board annually. Thus, the Board has great flexibility to choose its optimal leadership structure depending upon Chevron s particular needs and circumstances and to organize its functions and conduct its business in the most effective manner.

Annually the Board Nominating and Governance Committee conducts an assessment of Chevron s corporate governance structures and processes, which includes a review of Chevron s Board leadership structure and whether combining or separating the roles of Chairman and CEO is in the best interests of Chevron s stockholders. At present, Chevron s Board believes that it is in the stockholders best interests for the CEO, Michael K. Wirth, to also serve as Chairman of the Board. The Board believes that having Mr. Wirth serve as Chairman fosters an important unity of leadership between the Board and management that is subject to effective oversight by the independent Lead Director and the other independent Directors. The Board believes that it benefits from the significant knowledge, insight, and perspective of Chevron and the energy industry that Mr. Wirth has gained throughout his 36 years with Chevron. Our business is highly complex, and our projects often have long lead times, with many of our major capital projects taking more than 10 years from the exploration phase to first production. The Board believes that Mr. Wirth s in-depth knowledge of the Company,

coupled with his extensive industry expertise, makes him particularly qualified to lead discussions of the Board. Having Mr. Wirth serve as Chairman also promotes better alignment of Chevron s long-term strategic development with its operational execution. Also, as a global energy company that negotiates concessions and leases with host-country governments around the world, it is advantageous to the Company for the CEO to represent the Chevron Board in such dialogues as its Chairman.

Significantly, the Board does not believe that combining the roles creates ambiguity about reporting relationships. Given the role of the independent Lead Director discussed below and the fact that the independent Directors, pursuant to their powers under the By-Laws, have affirmatively selected Mr. Wirth for the positions of Chairman and CEO, annually set his compensation, and regularly evaluate his performance, the Board believes it is clear that Mr. Wirth reports to and is accountable to the independent Directors. Moreover, the Board does not believe that having the CEO also serve as Chairman inhibits the flow of information and interactions between the Board, management, and other Company personnel. To the contrary, the Board has unfettered access to management and other Company personnel, and the Board believes that having Mr. Wirth in the roles of both Chairman and CEO facilitates the flow of information and communications between the Board and management, which enhances the Board s ability to obtain information and to monitor management.

Table of Contents

corporate governance

independent lead director

Your Board recognizes the importance of independent Board oversight of the CEO and management and has developed policies and procedures designed to ensure independent oversight. In addition to conducting an annual review of the CEO s performance, the independent Directors meet in executive session at each Board meeting and discuss management s performance and routinely formulate guidance and feedback, which the independent Lead Director provides to the CEO and other members of management.

Further, when the Board selects the CEO to also serve as Chairman, the independent Directors annually select an independent Lead Director, currently Dr. Sugar.

As described in the Board Leadership and Lead Director section of Chevron s Corporate Governance Guidelines, the Lead Director s responsibilities are to:

chair all meetings of the Board in the Chairman s absence;

chair the executive sessions;

lead non-management Directors in an annual evaluation of the performance of the CEO as well as communicate that evaluation to the CEO;

oversee the process for CEO succession planning;

lead the Board s review of the Board Nominating and Governance Committee s assessment and recommendations from the Board self-evaluation process;

serve as liaison between the Chairman and the independent Directors;

consult with the Chairman on and approve agendas and schedules for Board meetings and other matters pertinent to the Corporation and the Board;

be available to advise the Committee Chairs of the Board in fulfilling their designated roles and responsibilities;

participate in the interview process for prospective directors with the Board Nominating and Governance Committee;

call meetings of the independent Directors; and

be available as appropriate for consultation and direct communication with major stockholders.

The Board routinely reviews the Lead Director s responsibilities to ensure that these responsibilities enhance its independent oversight of the CEO and management and the flow of information and interactions between the Board, management, and other Company personnel. Accordingly, in 2017, the Board further enhanced the description of the Lead Director s role in the Corporate Governance Guidelines. The Lead Director and Chairman collaborate closely on Board meeting schedules and agendas and information provided to the Board. These consultations and agendas and the information provided to the Board frequently reflect input and suggestions from other members of the Board and management. You can read more about these particular processes in the Board Agenda and Meetings section of Chevron s Corporate Governance Guidelines.

Any stockholder can communicate with the Lead Director or any of the other Directors in the manner described in the Communicating With the Board section of this Proxy Statement.

Also, as discussed in more detail in the Environmental, Social, and Governance Engagement section of this Proxy Statement, the Board encourages a robust investor engagement program. During these engagements, Board leadership is a frequent topic of discussion. In general, investors, including those that are philosophically opposed to combining the positions of Chairman and CEO, have overwhelmingly communicated to Chevron that they have minimal, if any, concerns about your Board or individual Directors or about Chevron s policies and leadership structure. More specifically, these investors have voiced confidence in the strong counterbalancing structure of the robust independent Lead Director role.

human capital management

Human capital management is critical to ongoing business success. At Chevron human energy is the most important element of delivering reliable, affordable and ever-cleaner energy which requires investing in our people. We strive to create a highly engaged and motivated workforce where employees are inspired by leadership, engaged in

purpose-driven, meaningful work, have growth opportunities, and thrive in an environment that embraces diversity and inclusion. Diversity and inclusion are cornerstones of Chevron s corporate values, and set the tone for an inclusive work environment that values the diversity of our employees talents, experiences and ideas.

Table of Contents

corporate governance

We conduct an annual employee survey to understand employees views, assess Chevron against the attributes of a high-performance organization, and measure the impact of our people development programs. An effective approach to human capital management requires that we invest in talent, training, culture and employee engagement.

In addition, the senior management team and the Board focus on our commitment to the areas where we work around the world by endorsing and monitoring strategic initiatives that enable sustainable development of local workforce, business partners, and communities through

investments in health, safety, education, and economic growth.

The Board is also actively involved in reviewing and approving executive compensation, selections and succession plans to ensure we have leadership in place with the requisite skills and experience to deliver results the right way. The CEO periodically provides the Board with an assessment of senior executives and their potential as successors for the CEO position, as well as perspectives on potential candidates for other senior management positions.

board oversight of strategy

The Board of Directors and the Board Committees provide guidance and oversight to management with respect to Chevron s business strategy throughout the year. The Board dedicates at least one Board meeting each year to focus on Chevron s strategic plan. In 2018, the Board participated in an expanded strategy offsite session that included third party experts to discuss energy transition issues. In addition, various elements of strategy are discussed at every Board meeting, as well as at meetings of the Board s Committees. The Board also dedicates one Board meeting each year to focus on Chevron s three-year business plan and to endorse Chevron s

business plan, performance objectives, and capital and exploratory budget for the coming year. Our strategic plan sets direction, aligns our organization, and differentiates us from the competition. It guides our actions to successfully manage risk and deliver stockholder value. The Board of Directors and the Board Committees oversee fundamental components of our strategic plan, and management is charged with executing the business strategy. In order to assess performance against our strategic plans, the Board receives regular updates on progress and execution and provides guidance and direction throughout the year.

board oversight of risk

The Board of Directors and the Board Committees oversee Chevron s risk management policies, processes, and practices to ensure that the appropriate risk management systems are employed throughout the Company. Chevron faces a broad

array of risks, including market, operational, strategic, legal, regulatory, political, financial, and cybersecurity risks. The Board exercises its role of risk oversight in a variety of ways, including the following:

Board of Directors	Monitors overall corporate performance, the integrity of financial and other controls, and the effectiveness of the Company s legal compliance and enterprise risk management programs, risk governance practices, and risk mitigation efforts, particularly with regard to those risks specified by the Company as Risk Factors in its Annual Report on Form 10-K
	Oversees management s implementation and utilization of appropriate risk management systems at all levels of the Company, including operating companies, business units, corporate departments, and service companies
	Reviews specific facilities and operational risks as part of visits to Company operations
	Reviews portfolio, capital allocation, and geopolitical risks in the context of the Board s annual strategy session and the annual business plan and capital budget review and approval process
	Receives reports from management on and considers risk matters in the context of the Company s strategic, business, and operational planning and decision making
	Receives reports from management on and routinely considers critical risk topics, including: operational, financial, geopolitical/legislative, strategic, geological, security, commodity trading, skilled personnel/human capital, capital project execution, civil unrest, legal, and technology/cybersecurity risk
Audit Committee	
	Assists the Board in fulfilling its oversight of financial risk exposures, including but not limited to those related to cybersecurity, the effectiveness of internal controls over financial reporting, and implementation and effectiveness of Chevron s compliance programs

Discusses Chevron s policies with respect to financial risk assessment and financial risk management

Meets with Chevron s Chief Compliance Officer and certain members of Chevron s Compliance Policy Committee to receive information regarding compliance policies and procedures and internal controls

Meets with Chevron s Chief Information Officer to review cybersecurity implications and risk management on financial exposures

Meets with and reviews reports from Chevron s independent registered public accounting firm and internal auditors

Reports its discussions to the full Board for consideration and action when appropriate

Table of Contents

corporate governance

Board Nominating and Governance Committee	Assists the Board in fulfilling its oversight of risks that may arise in connection with Chevron s governance structures and processes Conducts an annual evaluation of Chevron s governance practices with the help of the Corporate Governance Department Discusses risk management in the context of general governance matters, including topics such as Board and management succession planning, delegations of authority and internal approval processes, stockholder proposals and activism, and Director and officer liability insurance Reports its discussions to the full Board for consideration and action when appropriate
Management Compensation Committee	Assists the Board in fulfilling its oversight of risks that may arise in connection with Chevron s compensation programs and practices Reviews the design and goals of Chevron s compensation programs and practices in the context of possible risks to Chevron s financial and reputational well-being Reviews Chevron s strategies and supporting processes for executive retention and diversity

Reports its discussions to the full Board for consideration and action when appropriate

Public Policy Committee	Assists the Board in fulfilling its oversight of risks that may arise in connection with the social, political, environmental, human rights, and public policy aspects of Chevron s business and the communities in which it operates Discusses risk management in the context of, among other things, legislative and regulatory initiatives (including political activities such as political contributions and lobbying), safety and environmental stewardship, community relations, government and nongovernmental organization relations, and Chevron s reputation Reports its discussions to the full Board for consideration and action when appropriate

board oversight of sustainability

Chevron operates using four environmental principles that define how we develop energy in an environmentally responsible manner: include environmental impact in decision making, reduce our environmental footprint, operate responsibly, and steward our sites. A description of these principles can be found at *www.chevron.com/corporate-responsibility/environment*. The Board of Directors, and the Public Policy Committee in particular, provide oversight and guidance on environmental matters in connection with Chevron s projects and operations and are regularly briefed by professionals whose focus is on environmental protection and stewardship. Members of the Board regularly visit Chevron operations across the globe and discuss

environmental matters specific and relevant to these locations. Significant environmental and process safety issues are reviewed by the Board to ensure compliance with the Company s rigorous processes. The Public Policy Committee assists the Board in identifying, evaluating, and monitoring public policy trends and environmental issues that could impact the Company s business activities and performance. It also reviews and makes recommendations for Chevron s strategies related to corporate responsibility and reputation management. The Board of Directors and the Public Policy Committee regularly receive reports of stockholder engagements related to sustainability and incorporate these into the direction they provide to management.

director independence

Your Board has determined that each non-employee Director and non-employee Director nominee is independent in accordance with the NYSE Corporate Governance Standards and that no material relationship exists with Chevron other than as a Director.

For a Director to be considered independent, the Board must determine that the Director does not have any material relationship with Chevron, other than as a Director. In making its determinations, the Board adheres to the specific tests for independence included in the NYSE Corporate Governance Standards. In addition, the Board has determined that the following relationships of Chevron Directors occurring within the last fiscal year are categorically immaterial to a determination of independence if the relevant transaction was conducted in the ordinary course of business:

a director of another entity if business transactions between Chevron and that entity do not exceed $5 million or 5 percent of the receiving entity s consolidated gross revenues, whichever is greater;

a director of another entity if Chevron s discretionary charitable contributions to that entity do not exceed $1 million or 2 percent of that entity s gross revenues, whichever is greater, and if the charitable contributions are consistent with Chevron s philanthropic practices; and

a relationship arising solely from a Director s ownership of an equity or limited partnership interest in a party that engages in a transaction with Chevron as long as the Director s ownership interest does not exceed 2 percent of the total equity or partnership interest in that other party.

Table of Contents

corporate governance

These categorical standards are contained in our Corporate Governance Guidelines, which are available on our website at www.chevron.com/investors/corporate-governance and are available in print upon request.

Drs. Moyo and Sugar, Ms. Reed-Klages, and Messrs. Hernandez, Moorman, Thulin, and Umpleby are directors of for-profit entities with which Chevron conducts business in the ordinary course. Other than Dr. Moyo, they and Drs. Austin and Gast are also directors or trustees of, or similar advisors to, not-for-profit entities to which Chevron makes contributions. The Board has determined that all of these transactions and contributions were below the thresholds set forth in the first and second categorical standards described above (except as noted below) and are, therefore, categorically immaterial to the particular Director s independence. The Board reviewed the following relationships and transactions that existed or occurred in 2018 that are not covered by the categorical standards described above:

For Dr. Austin, the Board considered that, in 2018, Chevron made payments to the University of Southern California (USC) amounting to less than 0.020 percent of USC s most recently reported gross revenues. Dr. Austin is the Interim President of USC until July 1, 2019. The Board concluded that these transactions would not impair Dr. Austin s independence.

For Dr. Gast, the Board considered that, in 2018, Chevron made payments to Imperial College London amounting to less than 0.016 percent of Imperial College s most recently reported annual gross revenues. Dr. Gast is the President of Imperial College London. The Board concluded that these transactions would not impair Dr. Gast s independence.

For Mr. Hernandez, the Board considered that, in 2018, Chevron purchased services from Inter-Con Security Systems of Ghana Ltd., a subsidiary of Inter-Con Security Systems, Inc. (Inter-Con), in the ordinary course of business, amounting to less than 1 percent of Inter-Con s most recent annual consolidated gross revenues. Mr. Hernandez is Chairman and Chief Executive Officer and a significant stockholder of Inter-Con, a privately held business. The Board concluded that these transactions would not impair Mr. Hernandez s independence.

For Mr. Thulin, the Board considered that, in 2018, Chevron purchased products from 3M Company, in the ordinary course of business, amounting to less than 0.002 percent of 3M Company s most recently reported annual consolidated gross revenues. Mr. Thulin is the Executive Chairman of 3M Company. Mr. Thulin is expected to retire from 3M Company effective June 1, 2019. The Board concluded that these transactions would not impair Mr. Thulin s independence.

For Mr. Umpleby, the Board considered that, in 2018, Chevron purchased products and services from Caterpillar Inc., in the ordinary course of business, amounting to less than 0.102 percent of Caterpillar s most recently reported annual consolidated gross revenues, and Caterpillar purchased products and services from Chevron, in the ordinary course of business, amounting to less than 0.018 percent of Chevron s most recently reported annual consolidated gross revenues. Mr. Umpleby is the Chairman and Chief Executive Officer of Caterpillar Inc. The Board concluded that these transactions would not impair Mr. Umpleby s independence.

board committees

Chevron s Board of Directors has four standing Committees: Audit; Board Nominating and Governance; Management Compensation; and Public Policy. The Audit, Board Nominating and Governance, and Management Compensation Committees are each constituted and operated according to the independence and other requirements of the Securities Exchange Act of 1934, as amended (Exchange Act) and the NYSE Corporate Governance Standards. Each independent Director, including each member of the Management Compensation Committee, is an outside Director for purposes of ensuring that certain pre-2018 grants meet the grandfather rule in Section 162(m) of the Internal Revenue Code of 1986, as amended. In addition, each member of the Audit Committee is financially literate and an audit committee financial expert, as such terms are defined under the Exchange Act and related rules and the NYSE Corporate Governance Standards.

Each Committee is chaired by an independent Director who determines the agenda, the frequency, and the length of the meetings and who has unlimited access to management, information, and independent advisors, as necessary. Each non-employee Director generally serves on one or two Committees. Committee members serve staggered terms, enabling Directors to rotate periodically to different Committees. Four- to six-year terms for Committee Chairs facilitate rotation of Committee Chairs while preserving experienced leadership.

Each Committee is governed by a written charter that can be viewed on Chevron s website at www.chevron.com/investors/corporate-governance.

Table of Contents

corporate governance

Committees and membership	Committee functions
Audit **Charles W. Moorman IV, Chair** **John B. Frank** **Dambisa F. Moyo** **Inge G. Thulin**	Selects the independent registered public accounting firm for endorsement by the Board and ratification by the stockholders Reviews reports of the independent registered public accounting firm and internal auditors Reviews and approves the scope and cost of all services (including nonaudit services) provided by the independent registered public accounting firm Monitors the effectiveness of the audit process and financial reporting Monitors the maintenance of an effective internal audit function Reviews the adequacy of accounting, internal control, auditing, and financial reporting matters Monitors implementation and effectiveness of Chevron s compliance policies and procedures Assists the Board in fulfilling its oversight of enterprise risk management, particularly financial risks, including but not limited to cybersecurity risk as it

	relates to financial risk exposures
	Evaluates the effectiveness of the Audit Committee
Board Nominating and Governance **Ronald D. Sugar, Chair** **Wanda M. Austin** **Alice P. Gast** **D. James Umpleby III**	Evaluates the effectiveness of the Board and its Committees and recommends changes to improve Board, Board Committee, and individual Director effectiveness Assesses the size and composition of the Board Recommends prospective Director nominees Reviews and approves non-employee Director compensation Reviews and recommends changes as appropriate in Chevron s Corporate Governance Guidelines, Restated Certificate of Incorporation, By-Laws, and other Board-adopted governance provisions Reviews stockholder proposals and recommends Board responses to proposals Assists the Board in fulfilling its oversight of enterprise risk management, particularly risks in connection with Chevron s corporate governance structures and processes Evaluates the effectiveness of the Board Nominating and Governance Committee
Management Compensation	Conducts an annual review of the CEO s performance

Enrique Hernandez, Jr., Chair **Debra Reed-Klages** **Ronald D. Sugar** **D. James Umpleby III**	Reviews and recommends to the independent Directors the salary and other compensation for the CEO Reviews and approves salaries and other compensation for executive officers other than the CEO Administers Chevron s executive incentive and equity-based compensation plans Reviews Chevron s strategies and supporting processes for executive retention and diversity Assists the Board in fulfilling its oversight of enterprise risk management, particularly risks in connection with Chevron s compensation programs Evaluates the effectiveness of the Management Compensation Committee
Public Policy **Wanda M. Austin, Chair** **Alice P. Gast** **Enrique Hernandez, Jr.** **Debra Reed-Klages**	Identifies, monitors, and evaluates domestic and international social, political, human rights, and environmental trends and issues that affect Chevron s activities and performance Recommends to the Board policies, programs, and strategies concerning such issues Recommends to the Board policies, programs, and practices concerning support of charitable, political, and educational organizations Reviews annually the policies, procedures, and expenditures for Chevron s political activities, including political contributions and direct and indirect lobbying Reviews stockholder proposals and recommends Board responses to proposals

Assists the Board in fulfilling its oversight of enterprise risk management, particularly risks in connection with the social, political, environmental, and public policy aspects of Chevron s business

Evaluates the effectiveness of the Public Policy Committee

Table of Contents

board and committee meetings and attendance

In 2018, your Board held six Board meetings, with each meeting including an executive session of independent Directors presided over by our independent Lead Director, and 22 Board Committee meetings, which included nine Audit Committee, five Board Nominating and Governance Committee, four Management Compensation Committee and three Public Policy Committee meetings and one joint meeting of the Board Nominating and Governance Committee and the Public Policy Committee. All incumbent Directors attended at least 82 percent of the Board and

Committee meetings during 2018. Chevron s policy regarding Directors attendance at the Annual Meeting, as described in the Board Agenda and Meetings section of Chevron s Corporate Governance Guidelines (available at www.chevron.com/investors/ corporate-governance), is that all Directors are expected to attend the Annual Meeting, absent extenuating circumstances. All incumbent Directors attended the 2018 Annual Meeting, other than Ms. Reed-Klages, who joined the Board following the meeting.

board and committee evaluations

Each year, your Board and its Committees perform a rigorous self-evaluation. As required by Chevron s Corporate Governance Guidelines, the Board Nominating and Governance Committee oversees this process. The performance evaluations solicit anonymous input from Directors regarding the performance and effectiveness of the Board, the Board Committees, and individual Directors and provide an opportunity for Directors to identify areas for improvement. In addition, the independent Lead Director has individual conversations with each member of the Board, providing further opportunity for dialogue and improvement. This year, the BN&GC determined to augment the individual Director evaluation by adding an individual Director performance evaluation questionnaire to more rigorously evaluate individual Director performance. Under this part of the process, each Director sent a confidential individual

Director performance evaluation for each independent Director to outside counsel retained by the Company at the BN&GC s request. Outside counsel compiled the results of the evaluations into reports, which were sent to the Lead Director for consideration and use by the Lead Director during individual conversations with each independent Director (the Chair of the Audit Committee received the report on the Lead Director and met with the Lead Director regarding that report). The BN&GC reviews the results and feedback from the evaluation process and makes recommendations for improvements as appropriate. The independent Lead Director leads a discussion of the evaluation results during an executive session of the Board and communicates relevant feedback to the CEO. Your Board has successfully used this process to evaluate Board and Committee effectiveness and identify opportunities to strengthen the Board.

corporate governance guidelines

Your Board has adopted Corporate Governance Guidelines to provide a transparent framework for the effective governance of Chevron. The Corporate Governance Guidelines are reviewed regularly and updated as appropriate. The full text of the Corporate Governance Guidelines can be found on our website at *www.chevron.com/investors/corporate-governance*. The guidelines address, among other topics:

- the role of the Board
- Board membership criteria
- Director independence
- Board size
- Director terms of office
- the election of Directors
- other Board memberships
- Director retirement policy
- number and composition of Board Committees
- Board leadership and Lead Director
- Business Conduct and Ethics Code
- confidentiality
- succession planning

Board compensation

Board access to management

Director orientation and education

evaluation of Board performance

Chief Executive Officer performance review

Director and officer stock ownership guidelines

Board agenda and meetings

Table of Contents

corporate governance

business conduct and ethics code

We have adopted a code of business conduct and ethics for Directors, officers (including the Company s Chief Executive Officer, Chief Financial Officer, and Comptroller), and employees, known as the Business Conduct and Ethics Code, which is available on our website at *www.chevron.com* and is available in print upon request. We will post any amendments to the code on our website. Directors, officers, and employees certify annually that they will comply with the code.

environmental, social, and governance engagement

Your Board believes that fostering long-term and institutionwide relationships with stockholders and maintaining their trust and goodwill is a core Chevron objective. Chevron conducts extensive engagements with key stockholders. These engagements routinely cover governance, compensation, social, safety, environmental, human rights, and other current and emerging issues. In addition, we have an extensive investor relations outreach effort, in which members of senior management routinely meet with major investors to review Company strategies, financial and operating performance, capital allocation priorities, and near-term outlook. We use all of these sessions to ensure that the Board and management understand and address the issues that are important to our stockholders.

In order to continuously improve Chevron s governance processes and communications, Chevron follows an Annual Engagement Plan and Process. Through this program, we are able to identify and address environmental, social, and governance topics that are raised by our stockholders.

Since Chevron s last Annual Meeting, an engagement team consisting of senior executives, subject matter experts on governance, compensation, and environmental and social issues (ESG Engagement Team), and, when appropriate, our independent Lead Director have continued to lead our robust stockholder outreach program.

Our ESG Engagement Team had substantive engagements with stockholders representing more than 52 percent of Chevron s outstanding common stock.

Of those meetings, our Chairman met with stockholders representing 20 percent of our outstanding stock.

In addition, our ESG Engagement Team reached out to every stockholder or their representative who submitted proposals for inclusion in our Proxy Statement and met with each one to discuss their concerns and areas of agreement and disagreement.

During these engagements, Chevron gained valuable feedback on several topics, including:

- Board composition and Director skills/expertise
- Executive compensation and alignment with performance
- Environmental risk management with a focus on climate change
- Governance trends, such as growing demands for transparency and increasing scrutiny of company cultures.

This feedback was shared with the Board and its relevant Committees. For more information about these engagements, see the Board Leadership Structure, Independent Lead Director, and Compensation Discussion and Analysis sections of the Proxy Statement.

communicating with the board

The Board Nominating and Governance Committee reviews interested-party communications, including stockholder inquiries directed to non-employee Directors. The Corporate Secretary and Chief Governance Officer compiles the communications, summarizes lengthy or repetitive communications, and regularly compiles the communications received, the responses sent, and further action, if any. All communications are available to the Directors.

Interested parties wishing to communicate their concerns or questions about Chevron to the independent Lead Director or any other non-employee Director may do so by mail addressed to the Lead Director or Non-Employee Directors, c/o Office of the Corporate Secretary and Chief Governance Officer, 6001 Bollinger Canyon Road, San Ramon, CA 94583-2324 or by email to corpgov@chevron.com.

related person transactions

review and approval of related person transactions

It is our policy that all employees and Directors must avoid any activity that is in conflict with, or has the appearance of conflicting with, Chevron s business interests. This policy is included in our Business Conduct and Ethics Code. Directors and executive officers must inform the Chairman and the Corporate Secretary and Chief Governance Officer when confronted with any situation that may be perceived as a conflict of interest. In addition, at least annually, each Director and executive officer completes a detailed questionnaire specifying any business relationship that may give rise to a conflict of interest.

Your Board has charged the BN&GC with reviewing related person transactions as defined by U.S. Securities and Exchange Commission (SEC) rules. The BN&GC has adopted written guidelines to assist it with this review. Under these guidelines, all executive officers, Directors, and Director nominees must promptly advise the Corporate Secretary and Chief Governance Officer of any proposed or actual business and financial affiliations involving themselves or their immediate family members that, to the best of their knowledge after reasonable inquiry, could reasonably be expected to give rise to a reportable related person transaction. The Corporate Secretary and Chief Governance Officer will prepare a report summarizing any potentially reportable transactions, and the BN&GC will review these reports and determine whether to approve or ratify the identified transaction. The BN&GC has identified the following categories of transactions that are deemed to be preapproved by the BN&GC, even if the aggregate amount involved exceeds the $120,000 reporting threshold identified in the SEC rules:

- compensation paid to an executive officer if that executive officer s compensation is otherwise reported in our Proxy Statement or if the executive officer is not an immediate family member of another Chevron executive officer or Director;
- compensation paid to a Director for service as a Director if that compensation is otherwise reportable in our Proxy Statement;
- transactions in which the related person s interest arises solely as a stockholder and all stockholders receive the same benefit on a pro-rata basis;
- transactions involving competitive bids (unless the bid is awarded to a related person who was not the lowest bidder or unless the bidding process did not involve the use of formal procedures normally associated with our competitive bidding procedures);

- transactions involving services as a common or contract carrier or public utility in which rates or charges are fixed by law;
- transactions involving certain banking-related services under terms comparable with similarly situated transactions;
- transactions conducted in the ordinary course of business in which our Director s interest arises solely because he or she is a director of another entity and the transaction does not exceed $5 million or 5 percent (whichever is greater) of the receiving entity s consolidated gross revenues for that year;
- charitable contributions by Chevron to an entity in which our Director s interest arises solely because he or she is a director, trustee, or similar advisor to the entity and the contributions do not exceed, in the aggregate, $1 million or 2 percent (whichever is greater) of that entity s gross revenues for that year; and
- transactions conducted in the ordinary course of business and our Director s interest arises solely because he or she owns an equity or limited partnership interest in the entity and the transaction does not exceed 2 percent of the total equity or partnership interests of the entity.

The BN&GC reviews all relevant information, including the amount of all business transactions involving Chevron and the entity with which the Director or executive officer is associated, and determines whether to approve or ratify the transaction. A Director will abstain from decisions regarding transactions involving that Director or his or her family members.

related person transactions

An immediate family member of Mr. Joseph C. Geagea, Executive Vice President, Technology, Projects and Services, is employed by Chevron. Mr. Geagea s son, Carl J. Geagea, is expected to receive compensation in 2019 of approximately $127,500, including salary, bonus, and customary employee benefits. This amount reflects compensation that is consistent with the total compensation provided to other employees of the same level with similar responsibilities.

Table of Contents

corporate governance

board nominating and governance committee report

The Board Nominating and Governance Committee (the Committee) is responsible for recommending to the Board the qualifications for Board membership, identifying, assessing, and recommending qualified Director candidates for the Board s consideration, assisting the Board in organizing itself to discharge its duties and responsibilities, and providing oversight of Chevron s corporate governance practices and policies, including an effective process for stockholders to communicate with the Board. The Committee is composed entirely of independent Directors as defined by the NYSE Corporate Governance Standards and operates under a written charter. The Committee s charter is available on Chevron s website at www.chevron.com/investors/corporate-governance/board-nominating-governance and is available in print upon request.

The Committee s role in and process for identifying and evaluating prospective Director nominees, including nominees recommended by stockholders, is described in the Election of Directors section of this Proxy Statement. In addition, the Committee makes recommendations to the Board concerning Director independence, Board Committee assignments, Committee Chairs, Audit Committee financial experts, and the financial literacy of Audit Committee members. The Committee also reviews the process and the results of the annual performance evaluations of the Board, Board Committees, and individual Directors.

The Committee regularly reviews trends and recommends best practices, initiates improvements, and plays a leadership role in maintaining Chevron s strong corporate governance structures and practices. Among the practices the Committee believes demonstrate the Company s commitment to strong corporate governance are the following:

- annual election of all Directors;
- supermajority of independent Directors;
- majority vote standard for the election of Directors in uncontested elections, coupled with a Director resignation policy;
- annual election of the Chairman of the Board by independent Directors;
- annual election of an independent Lead Director by independent Directors when the Chief Executive Officer is elected as Chairman;

- annual performance assessment of the Board, Board Committees, and individual Directors;
- Director retirement policy;
- annual succession planning sessions;
- confidential stockholder voting policy;
- minimum stockholding guidelines for Directors and executive officers;
- review and approval or ratification of related person transactions as defined by SEC rules;
- policy to obtain stockholder approval of any stockholder rights plan;
- proxy access;
- right of stockholders to call for a special meeting; and
- no supermajority voting provisions in the Restated Certificate of Incorporation or By-Laws.

Stockholders can find additional information concerning Chevron s corporate governance structures and practices in Chevron s Corporate Governance Guidelines, By-Laws, and Restated Certificate of Incorporation, copies of which are available on Chevron s website at www.chevron.com/investors/corporate-governance and are available in print upon request.

Respectfully submitted on March 26, 2019, by members of the Board Nominating and Governance Committee of your Board:

Ronald D. Sugar, Chair

Wanda M. Austin

Alice P. Gast

D. James Umpleby III

Table of Contents

corporate governance

management compensation committee report

The Management Compensation Committee (the Committee) of Chevron has reviewed and discussed with management the Compensation Discussion and Analysis beginning on page 32 of this Proxy Statement. Based on such review and discussion, the Committee recommended to the Board of Directors of the Corporation that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference into the Corporation s Annual Report on Form 10-K.

Respectfully submitted on March 26, 2019, by members of the Management Compensation Committee of your Board:

Enrique Hernandez, Jr., Chair
Debra Reed-Klages
Ronald D. Sugar
D. James Umpleby III

audit committee report

Roles and Responsibilities. The Audit Committee (the Committee) assists your Board in fulfilling its responsibility to provide independent, objective oversight of Chevron s financial reporting and internal control processes. The Committee s charter can be viewed on Chevron s website at *www.chevron.com* under the tabs Investors and Corporate Governance.

Management is responsible for preparing Chevron s financial statements in accordance with generally accepted accounting principles in the United States (U.S. GAAP) and for developing, maintaining, and evaluating disclosure controls and procedures and internal control over financial reporting.

The Company s independent registered public accounting firm PricewaterhouseCoopers LLP (PwC) is responsible for expressing an opinion on the conformity of Chevron s financial statements with U.S. GAAP and on the effectiveness of Chevron s internal control over financial reporting.

Required Disclosures and Discussions. In discharging its oversight role, the Committee reviewed and discussed with management and PwC the audited financial statements for the year ended December 31, 2018, as contained in the 2018 Annual Report on Form 10-K, and management s and PwC s evaluation of Chevron s internal control over financial

reporting. The Committee routinely met privately with PwC and discussed issues deemed significant by PwC and/or the Committee. The Committee has discussed with PwC the matters required to be discussed by Auditing Standard 1301, Communications With Audit Committees, as adopted by the Public Company Accounting Oversight Board

(PCAOB).

In addition, the Committee discussed with PwC its independence from Chevron and Chevron s management; received the written disclosures required by the PCAOB regarding PwC s independence; and considered whether the provision of nonaudit services was compatible with maintaining PwC s independence.

Committee Recommendation. In reliance on the reviews and discussions outlined above, the Committee recommended to your Board that the audited financial statements be included in Chevron s Annual Report on Form 10-K for the year ended December 31, 2018, for filing with the U.S. Securities and Exchange Commission.

Respectfully submitted on February 21, 2019, by the members of the Audit Committee of your Board:

Charles W. Moorman IV, Chair

John B. Frank

Dambisa F. Moyo

Inge G. Thulin

Table of Contents

board proposal to ratify PricewaterhouseCoopers LLP as the independent registered public accounting firm for 2019

(item 2 on the proxy card)

auditor review and engagement

The Audit Committee is responsible for the appointment, compensation, retention, and oversight of the independent registered public accounting firm that audits Chevron s financial statements and internal control over financial reporting. The Audit Committee has selected PricewaterhouseCoopers LLP (PwC) as Chevron s independent registered public accounting firm for 2019, and your Board has endorsed this appointment.

The Audit Committee annually reviews PwC s performance and independence in deciding whether to retain PwC or engage a different independent registered public accounting firm. In the course of these reviews, the Audit Committee considers, among other things:

- the quality and efficiency of PwC s historical and recent audit plans and performance on the Chevron audit;
- PwC s capability and expertise in handling the breadth and complexity of Chevron s worldwide operations;
- PwC s expertise in and knowledge of the global oil and gas industry and its network of partners and managers in Chevron s key areas of global operation;
- the desired balance of PwC s experience and fresh perspective occasioned by mandatory audit partner rotation and PwC s periodic rotation of other audit management;
- external data on audit quality and performance, including recent Public Company Accounting Oversight Board (PCAOB) reports on PwC and its peer firms;
- the appropriateness of PwC s fees for audit and nonaudit services;
- the quality and candor of PwC s communications with the Audit Committee and management;
- PwC s independence and objectivity in its performance of audit services; and

PwC s tenure as our independent registered public accounting firm, including the benefits of having a long-tenured auditor, in conjunction with controls and processes that help safeguard PwC s independence.

The Audit Committee believes that PwC s tenure as Chevron s independent registered public accounting firm confers distinct benefits, including:

Enhanced audit quality. Through many years of experience with Chevron, PwC has gained significant institutional knowledge of and a deep expertise regarding Chevron s global business and operations, accounting policies and practices, and internal control over financial reporting.

Effective audit plans and efficient fee structures. PwC s extensive knowledge of Chevron s business and control framework enables it to design effective audit plans that cover key risk areas while capturing cost efficiencies in audit scope and internal control testing.

Maintaining continuity avoids disruption. Bringing on a new auditor, without reasonable cause, would require extensive education and a significant period of time for the new auditor to reach a comparable level of knowledge and familiarity with Chevron s business and control framework. Many of the efficiencies gained over the course of Chevron s relationship with PwC could be lost.

The Audit Committee believes that any concerns with PwC s tenure are mitigated by strong independence controls, specifically:

Thorough Committee oversight. The Audit Committee s oversight includes frequent private meetings with PwC, a comprehensive annual evaluation by the Audit Committee in determining whether to engage PwC, and a Committee-directed process for selecting the lead engagement partner.

Robust preapproval policies and procedures, limits on nonaudit services and hiring policies. The Audit Committee must preapprove all audit and nonaudit services, including the type of services to be provided and the estimated fees related to those services. Categories of permissible nonaudit services are limited to those not affecting PwC s independence or otherwise not barred by regulation. Further, the Audit Committee has adopted a policy regarding Chevron s employment of former PwC employees to ensure that auditor independence is not impaired.

Strong internal PwC independence policies and procedures. PwC conducts periodic internal quality reviews of its audit work and rotates lead engagement partners after a maximum of five years and auxiliary engagement partners after a maximum of seven years. PwC also conducts mandatory annual training for all professional staff globally on independence requirements and procedures. In addition, hiring restrictions are in place for former PwC employees at Chevron.

Strong regulatory framework. PwC is an independent registered public accounting firm and is subject to PCAOB inspections, Big 4 peer reviews, and PCAOB and SEC oversight.

Based on this evaluation, the Audit Committee believes that PwC is independent and that it is in the best interests of Chevron and its stockholders to retain PwC as Chevron s independent registered public accounting firm for 2019.

Table of Contents

board proposal to ratify PricewaterhouseCoopers LLP as the independent registered public accounting firm for 2019

PwC s fees and services

PwC audited Chevron s consolidated financial statements and effectiveness of internal control over financial reporting during the years ended December 31, 2018 and 2017. During these periods, PwC provided both audit and nonaudit services. Aggregate fees for professional services rendered to Chevron by PwC for the years ended December 31, 2018 and 2017, were as follows (millions of dollars):

Services provided	2018	2017
Audit	$ 27.6	$ 27.3
Audit Related	$ 1.8	$ 2.5
Tax	$ 0.6	$ 0.6
All Other	$ 0.8	$ 0.4
Total	$ 30.8	$ 30.8

The Audit fees for the years ended December 31, 2018 and 2017, were for the audits of Chevron s consolidated financial statements, statutory and subsidiary audits, issuance of consents, assistance with and review of documents filed with the U.S. Securities and Exchange Commission, and the audit of the effectiveness of internal control over financial reporting.

The Audit Related fees for the years ended December 31, 2018 and 2017, were for assurance and related services for employee benefit plan audits, accounting consultations and attest services that are not required by statute or regulation, and consultations concerning financial accounting and reporting standards.

Tax fees for the years ended December 31, 2018 and 2017, were for services related to tax compliance, including the preparation of tax returns and claims for refund, and for tax advice, including assistance with tax audits and appeals.

All Other fees for the years ended December 31, 2018 and 2017, included services rendered for software licenses, subscriptions, benchmark studies, and surveys.

audit committee preapproval policies and procedures

All 2018 audit and nonaudit services provided by PwC were preapproved by the Audit Committee. The nonaudit services that were preapproved by the Audit Committee were also reviewed to ensure compatibility with maintaining

PwC s independence and compliance with SEC and other rules and regulations.

The Audit Committee has implemented preapproval policies and procedures related to the provision of audit and nonaudit

services. Under these procedures, the Audit Committee preapproves both the type of services to be provided by PwC and the estimated fees related to these services.

Throughout the year, the Audit Committee reviews any revisions to the estimates of audit and nonaudit fees initially approved.

PwC s attendance at the annual meeting

Representatives of PwC will be present at the Annual Meeting. They will have an opportunity to make a statement if they desire and will be available to respond to appropriate questions.

vote required

This proposal is ratified if the number of shares voted FOR exceeds the number of shares voted AGAINST. Any shares not voted on this proposal (whether by abstention or otherwise) will have no impact on this proposal. If you are a street name stockholder and do not vote your shares, your bank, broker, or other holder of record can vote your shares at its discretion on this proposal.

your board s recommendation

Your Board recommends that you vote **FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as Chevron s independent registered public accounting firm.

Table of Contents

executive compensation

compensation discussion and analysis

executive summary

business description and context

Chevron is a fully integrated company involved in many facets of the energy industry. We explore for, produce, and transport crude oil and natural gas; process and transport liquified natural gas; refine, market, and distribute transportation fuels and lubricants; manufacture and sell petrochemicals and additives; generate power; and develop and deploy technologies that enhance business value in multiple aspects of the Company s operations. Our business is capital-intensive and has long investment horizons most of our resource and manufacturing investments span decades. Most of our product sales are commodities, whose prices can

be volatile, leading to fluctuating earnings and cash flow through price cycles. Following decade-low oil prices in 2016, crude prices recovered in 2017 and continued to strengthen in 2018, leading to improved earnings and cash flow. Brent oil prices in 2018 were more than 30 percent higher, on average, versus the prior year. However, Brent prices declined nearly 35 percent over the final three months of the year amid continued U.S. shale growth and unexpected temporary waivers from Iranian sanctions. Brent futures indicate lower oil prices could continue through 2019.

Note:

(1) Brent futures prices are as of February 28, 2019.

Chevron remains committed to delivering sustained stockholder value and exploring future opportunities in any business environment, supported by Chevron s financial strength and advantaged portfolio. In 2018, Chevron reported solid financial and operational results, building upon its prior year performance, which demonstrated the Company s resilience and sustainability in a lower price environment. Chevron also delivered on its key financial priorities in 2018:

- Raised our quarterly dividend per share by 4 percent in the first quarter;
- Funded attractive investments, particularly shorter cycle-time, high return opportunities in shale and tight reservoirs;
- Further strengthened our balance sheet; and

Returned surplus cash to stockholders through a stock repurchase program initiated in the third quarter.

In 2018, Chevron's annual dividend payment per share increased for the 31st consecutive year. Over the last 10 years, the Company's dividend growth rate was more than four times the peer group[1] average dividend growth rate. Chevron's dividend growth rate was slightly lower than the S&P 500 rate of growth over this period. However at year-end, Chevron's dividend yield[2] exceeded 4 percent, higher than the S&P 500.

1 Peer group: BP, ExxonMobil, Royal Dutch Shell, and Total. Dividends include both cash and scrip share distributions for European peers.

2 Dividend yield at year-end reflects Chevron's annual dividend per share, divided by Chevron's closing stock price on 12/31/2018.

Chevron continued to deliver competitive total stockholder return ("TSR") performance among large-cap integrated energy companies (BP, Chevron, ExxonMobil, Royal Dutch Shell, and Total) over the three-, five-, and 10-year periods through the end of 2018.

The large-cap integrated energy companies generally outperformed the S&P 500 in TSR over the three-year period but underperformed over the five- and 10-year periods, reflecting the significant drop in commodity prices since 2014. In one-year TSR performance, Chevron finished fourth among the companies in its peer group.

We remain well positioned for the future. Operational cash flow has been growing, and production is at an all-time high. We are focused on creating value for stockholders through a disciplined, returns-driven capital program, prioritizing efficient and accretive investments. We have a sustainable, advantaged Upstream portfolio composed of flexible, shorter cycle-time assets (e.g. Permian and other shale and tight, infill drilling, tie-backs, etc.) as well as long duration, low production decline assets (e.g. Australia, Kazakhstan, San Joaquin Valley, etc.). We also have an efficient, high return Downstream & Chemicals business that complements the Upstream. We are integrating digital technologies into our businesses which are intended to enhance safety, improve revenues, lower costs, and increase reliability. Finally, we have a strong management team, a talented organization, and a results-oriented culture, which enable us to adapt to a dynamic and evolving future, and to remain well positioned to win in any environment.

Note:

(1) Figures rounded.

Table of Contents

executive compensation

pay philosophy and plan design

The overall objective of our executive compensation program is to attract and retain management who will deliver long-term stockholder value in any business environment. Our compensation programs are designed with several important values and objectives in mind:

- Pay competitively across all salary grades and all geographies; our target compensation is determined by benchmarking comparable positions at other companies of equivalent size, scale, complexity, capital intensity, and geographic footprint. We reference both oil industry peers and non-oil industry peers in this analysis. Refer to page 38 for additional details;
- Balance short- and long-term decision making in support of a long-cycle-time business with a career-oriented employment model;
- Pay for absolute and competitive performance, in alignment with stockholder returns; and
- Apply compensation program rules in a manner that is internally consistent.

The material components of our executive compensation program are summarized in the following chart.

The Management Compensation Committee (MCC) believes a majority of an executive s pay should be composed of awards that are directly tied to Chevron and individual employee performance. The MCC considers all elements of pay when setting awards.

The large majority of each Named Executive Officer s (NEO) target compensation is at risk based on Company

performance (approximately 91 percent for the CEO and 84 percent for the other NEOs), and the majority of this at-risk compensation is tied directly to Chevron s stock price. The amount NEOs eventually earn from their at-risk compensation will align strongly with what stockholders earn over that same period from their investment in Chevron.

2018 CEO

compensation mix

2018 other NEOs

compensation mix

***Composed of the following equity vehicles: 50% Performance Shares, 25% Stock Options, 25% Restricted Stock Units**

response to say-on-pay advisory vote and stockholder engagement

Chevron follows a robust process to systematically engage with its key stakeholders and proactively address issues of importance. Among the issues routinely discussed in these engagements are Chevron s executive compensation practices.

In 2018, the Company continued its dialogue with stockholders. We had substantive engagements with stockholders representing more than 52 percent of Chevron s outstanding common stock. These discussions covered a range of issues, including executive compensation. The CEO, Michael K. Wirth, and the independent Lead Director, Dr. Ron Sugar, participated in the engagements with certain major stockholders. Through these engagements, we continued to receive positive feedback for program changes made in 2017. These changes included modifying our LTIP award mix to be more performance-based, adding the S&P 500 Total Return Index to the LTIP Performance Share Peer Group, increasing weighting for key measures in the CIP performance measures, capping the CIP award, and strengthening the CEO s ownership requirement. Stockholders also expressed support for our enhanced transparency in the CIP performance disclosure.

Chevron s 2018 Say-on-Pay vote received over 93 percent support, which demonstrates stockholders strong support of our executive compensation practices and pay for performance alignment.

During our engagements, we also heard an appreciation for our voluntary climate change disclosure report and the appointment of a General Manager of Environmental, Social, and Governance Engagement to serve as the primary point of contact on these matters. Stockholders expressed a desire to see climate-related performance measures tied to executive compensation. The Board and the MCC took the feedback into account and have now updated the CIP scorecard for the 2019 performance year to include a flaring and methane performance measure.

Our stockholders views on executive compensation are important to us, and the MCC regularly considers the Say-on-Pay vote outcome and stockholder insights in assessing our executive compensation program. We remain committed to continuing the dialogue with stockholders on compensation issues as part of our ongoing engagement.

2018 performance

Chevron delivered robust financial and operational performance for the year, resulting in reported earnings of $14.8 billion and record production of 2.930 million barrels of oil-equivalent per day. The Company is positioned to sustain and grow production, earnings, and cash flow going forward.

We made substantial progress in completing and ramping up production of major oil and gas development capital projects, notably our Australian liquefied natural gas (LNG) projects. At year-end, Gorgon Trains 1-3 and Wheatstone Trains 1-2 were on line and running reliably. The Tengizchevroil Future Growth Project / Wellhead Pressure Management Project continued to progress toward first oil in 2022 fabrication is on track, logistics have proved successful, and the project has successfully entered the construction phase. Our unconventional production growth in the Permian continues to exceed expectations.

We recorded an annual reserve replacement ratio of 136 percent, an indicator of our sustainability at current prices, particularly supported by our attractive unconventional assets.

Capital and exploratory (C&E) spending of $20 billion was about 10 percent above budget due in part to the Company successfully capturing several inorganic investment opportunities in 2018 (we do not budget for inorganic investment opportunities).

Table of Contents

executive compensation

Our asset sale proceeds totaled $2 billion in 2018 as we continued to optimize our portfolio. The Company is on track to be within our $5 billion to $10 billion guidance range over the three-year period of 2018 2020. Our divestiture criteria remained unchanged in 2018, focusing on strategic fit, ability to compete for capital within our portfolio, resource potential, and receiving good value.

Operating expense was just under $25 billion, slightly above our 2018 objective. However, production grew 7 percent and unit costs continued to decline in 2018.

We have a solid balance sheet, ending the year with a prudent 18 percent debt ratio.

The Company s annual dividend rose by $0.16 per share to $4.48, representing the 31st consecutive annual payment increase. At year-end, Chevron s dividend yield exceeded 4%, ahead of the S&P 500.

Looking forward, the Company remains well positioned to generate competitive results in any business environment and deliver on its key commitments. The announced $20 billion organic C&E program for 2019 maintains current spending levels with lower execution risk relative to the past a reflection of our disciplined approach to investment. The program is anchored in high-return, short-cycle projects, has more than two-thirds of its spend projected to generate cash within two years, and is expected to support steady production growth in the future. The Company is also investing in digital technologies to enhance safety, improve revenues, lower costs, and increase reliability. Chevron s investment, production, reserves, and cash flow profile remain resilient and sustainable, even in a low commodity price environment. At the same time, we believe the Company is leveraged to benefit from any future commodity price increases.

Notes:

(1) Total capital and exploratory expenditures includes equity in affiliates. Figures rounded.

(2)

Operating expenses, selling, general and administrative expenses and other components of net periodic benefit costs as reported in the consolidated statement of income (excludes affiliate spend). Figures rounded.

CEO pay outcome

Effective February 1, 2018, Michael K. Wirth succeeded John S. Watson as Chairman and CEO. In making a recommendation to the independent Directors of the Board with respect to Mr. Wirth s target compensation in his new CEO position, the MCC applied an approach consistent with that used for the other NEOs. The MCC considered Mr. Wirth s 2017 compensation level, increased responsibilities as a result of the promotion, and desired competitive position to both seasoned and new CEOs at oil industry peers and non oil industry peers, adjusting for Chevron s relative size, scope, and complexities. Mr. Wirth s actual realized pay outcome is based largely on subsequent Company performance, especially stock price performance.

In 2018, under Mr. Wirth s leadership, the Company met numerous financial and operational objectives, including significant growth in cash generation, a prudent level of investment, and record production. As a result, Chevron was able to both grow stockholder distributions and further strengthen the balance sheet in 2018. Additionally, performance on elements of the business within management s control such as project execution, expense management and HES performance was strong. We believe Chevron remains well positioned for further growth in earnings and cash flow.

The MCC approved a 2018 CIP corporate performance rating of 1.40, against a target of 1.0 and a maximum of 2.0, based on the Company s overall performance across four broad categories with assigned weightings. Refer to pages 41 43 for a detailed discussion of 2018 performance and CIP outcome.

The three-year performance period for performance shares granted in January 2016 ended on December 31, 2018. For this three-year period, Chevron ranked No. 3 in TSR when compared to the four companies in the LTIP Performance Share Peer Group[1]. However, Chevron s TSR for the performance period is less than 1 percentage point better than the fourth-ranked company, resulting in a deemed third and fourth place tie and a payout modifier of 75 percent (between 100 percent for third place and 50% for fourth place). Refer to page 46 for details of the 2016 2018 performance share payout.

Pay actions for Mr. Wirth in 2018 and early 2019 included:

- Salary of $1,500,000 upon his promotion to CEO effective February 1, 2018, and a further adjustment to $1,600,000 effective April 1, 2019, based on his 2018 performance and competitive positioning relative to his peers.

- A 2018 CIP award of $3,600,000. His 2019 CIP award target was set to 150 percent of base salary, consistent with his 2018 award target percentage.

- A 2018 LTIP award target value of $13,250,000 and a 2019 LTIP award target value of $15,000,000.

Former CEO John S. Watson did not receive a salary increase, a CIP award, or an LTIP award due to his retirement on February 1, 2018.

1 Inclusion of the S&P 500 Total Return Index as a fifth member of the peer group occurred after these performance shares were granted and will become part of the payout analysis for performance shares covering the 2017-2019 performance period and in subsequent years.

Table of Contents

executive compensation

compensation discussion and analysis in detail

2018 named executive officers

Chevron s Named Executive Officers, or NEOs
Michael K. Wirth, Chairman and Chief Executive Officer*
John S. Watson, Former Chairman and Chief Executive Officer*
Patricia E. Yarrington, Vice President and Chief Financial Officer
James W. Johnson, Executive Vice President, Upstream
Joseph C. Geagea, Executive Vice President, Technology, Projects and Services
Pierre R. Breber, Executive Vice President, Downstream & Chemicals

* Mr. Wirth assumed the positions of Chairman and Chief Executive Officer effective February 1, 2018, following Mr. Watson s retirement.

use of peer groups

We are always competing for the best talent with our direct industry peers and with the broader market. Accordingly, the MCC regularly reviews the market data, pay practices, and compensation ranges among both oil industry peers and non-oil industry peers to ensure that we continue to offer a reasonable and competitive executive pay program. Our core peer group is reviewed regularly by the MCC, with input from the MCC s independent compensation consultant, and updated as appropriate. Throughout this Compensation Discussion and Analysis, we refer to three distinct peer groups, as described below. We source peer company data from compensation consultant surveys and public disclosures.

Peer group	Description
Oil industry peer group (13 companies)	Companies with substantial U.S. or global operations that closely approximate the size, scope, and complexity of our business or segments of our business. This is the primary peer group used to understand how each NEO s total compensation compares with the total compensation for reasonably similar industry-specific positions.

	The MCC continues to monitor the group composition and considers adjustment when needed. Andeavor was acquired by Marathon Petroleum in October 2018 and will be removed from the benchmarks referenced for 2019 compensation actions.
Non oil industry peer group (21 companies)	Companies that are of significant financial and operational size and that have, among other features, global operations, significant assets and capital requirements, long-term project investment cycles, extensive technology portfolios, an emphasis on engineering and technical skills, and extensive distribution channels. This is the secondary peer group used to periodically compare our overall compensation practices (and those of the oil and energy industry, generally) against a broader mix of non-oil companies that are similar to Chevron in size, complexity, and scope of operations. In July 2018, the MCC approved an update to the non-oil peer group. Six companies were removed from the benchmarks referenced for 2019 compensation actions as they are no longer considered comparable to Chevron due to changes in their size or other criteria: Duke Energy, Northrop Grumman, Ford, American Electric Power, HP Inc., and International Paper.
LTIP performance share peer group (four companies and one stock index)	Companies used to compare our TSR for the purpose of determining performance share payout: For LTIP grants issued prior to 2017: BP, ExxonMobil, Royal Dutch Shell, and Total Effective with 2017 LTIP grant: BP, ExxonMobil, Royal Dutch Shell, Total, and S&P 500 Total Return Index The inclusion of the S&P 500 Total Return Index broadens the performance benchmark beyond industry peers and requires Chevron to outperform both industry peers and a market-based index in order to receive maximum payout. The MCC believes this further aligns executive pay with long-term stockholder interests.

Table of Contents

executive compensation

The Oil Industry Peer Group companies most similar to Chevron in size, complexity, geographic reach, business lines, and location of operations are BP, ExxonMobil, Royal Dutch Shell, and Total. These companies are key competitors for stockholder investments within the larger global energy sector. We also compete for stockholder investment and employee talent with smaller U.S. companies, including the larger independent exploration and production companies and the larger independent refining and marketing companies.

The Non Oil Industry Peer Group includes capital-intensive, global, large-scale, and high-complexity company comparators. The median market cap (as of 12/31/2018) of the Non Oil Industry Peer Group was $103 billion (vs. $208 billion for Chevron), and the median sales for 2018 were $58 billion (vs. $159 billion for Chevron).

Note:

(1) Andeavor was part of the Oil Industry Peer Group in 2018, but was acquired by Marathon Petroleum in October 2018.

components of executive compensation

The material components of our executive compensation program and their purposes and key characteristics are as follows:

Base salary

Annual incentive plan (Chevron Incentive Plan)
Long-Term Incentive Plan, including performance shares, stock options, and restricted stock units

Benefits, including retirement plans, savings plans, and other perquisites

base salary

Base salary is a fixed, competitive component of pay based on responsibilities, skills, and experience. Base salaries are reviewed periodically in light of market practices and changes in responsibilities.

how base salaries are determined

Base salaries are determined through market surveys of positions of comparable level, scope, complexity, and responsibility. There is no predetermined target or range within the Oil Industry Peer Group or the Non Oil Industry Peer Group as an objective for Mr. Wirth s base salary. Instead, the MCC takes into account the data provided by the MCC s independent consultant, the relative size, scope, and complexity of our business, Mr. Wirth s performance, tenure and the aggregate amount of Mr. Wirth s compensation package. For the other NEOs, each executive officer is assigned a base salary grade. The MCC annually reviews the base salary grade ranges and may approve changes in the

ranges based on business conditions and comparative peer group data provided by the MCC s independent consultant. Within each salary grade range, the MCC makes base salary determinations for each NEO taking into account qualitative considerations, such as individual performance, experience, skills, competitive positioning, retention objectives, and leadership responsibilities.

The independent Directors of the Board approve the compensation of the CEO and ratify the compensation of the other NEOs.

Table of Contents

executive compensation

adjustments in 2018 base salaries

The independent Directors of the Board, upon recommendation of the MCC, increased Mr. Wirth s salary when he assumed the Chairman and CEO position. The MCC also adjusted the NEO salary grade ranges by 1 percent for the 2018 compensation cycle after taking into account the market conditions and survey data. As to individual NEO salary changes, the MCC made salary adjustments reflective

of each NEO s 2017 performance, experience and competitive benchmarks. Mr. Wirth s salary change was effective February 1, 2018, aligned with the timing of his promotion.

Other NEOs salary increases were effective as part of the regular cycle on April 1, 2018.

Name	Position	2017 Base salary*	2018 Base salary*	Adjustment for 2018
Michael K. Wirth	Chairman and Chief Executive Officer	$ 1,250,000	$ 1,500,000	20.0%
John S. Watson	Former Chairman and Chief Executive Officer	$ 1,863,500	$ 1,863,500	0.0%
Patricia E. Yarrington	Vice President and Chief Financial Officer	$ 1,120,000	$ 1,139,000	1.7%
James W. Johnson	Executive Vice President, Upstream	$ 1,100,000	$ 1,133,000	3.0%

Joseph C. Geagea	Executive Vice President, Technology, Projects and Services	$ 972,000	$ 982,000	1.0%
Pierre R. Breber	Executive Vice President, Downstream & Chemicals	$ 917,000	$ 962,000	4.9%

* Base salary refers to the approved annual salary rate as of the effective date.

adjustments in 2019 base salaries

In January 2019, the independent Directors of the Board, upon recommendation of the MCC, adjusted Mr. Wirth s salary to $1,600,000 taking into account his 2018 performance and desired compensation level relative to CEOs of both oil and non-oil industry peers.

The MCC adjusted the NEO salary grade ranges by 3 percent for the 2019 compensation cycle based on market conditions

and survey data. As to individual salary changes, the MCC adjusted our other NEOs base salaries in 2019 (ranging from 1.8 percent to 5.9 percent) reflective of their 2018 performance, experience, and competitive benchmarks. All salary increases are effective April 1, 2019.

See page 52 for base salary changes over time.

annual incentive plan (chevron incentive plan)

The Chevron Incentive Plan is designed to recognize annual performance achievements based on the MCC s assessment of Company performance across four broad categories: financials, capital management, operating performance, and health, environmental and safety. Each category contains multiple performance measures, reflecting outcomes of both short-term and long-term measures on absolute and relative performance, as well as the performance trend over time. The CIP also recognizes individual leadership through measurable, individual contributions. The award is delivered as an annual

cash payment based on target value, which is expressed as a percentage of base salary, multiplied by Corporate Performance Rating and Individual Performance Factor. At target value, the CIP award makes up approximately 13 percent of the CEO s target annual compensation and 19 percent of all other NEOs target annual compensation on average. The CIP award determination process is consistent across more than 45,000 CIP-eligible Chevron employees, with the award target varying by pay grade.

Table of Contents

The CIP award for the CEO and the other NEOs is calculated as follows:

Base Salary	x	**Award Target**	x	**Corporate Performance Rating**	x	**Individual Performance Factor**
		À		À		À
		Before the beginning of each performance year, the MCC establishes a CIP Award Target for the CEO and the other NEOs, which is expressed as a percentage of the NEO s base salary.		At the beginning of each performance year, the MCC reviews and approves the annual performance measures, weightings, and goals established with the Business Plan. After the end of the performance year, the MCC reviews and assesses Company performance metrics and sets the Corporate Performance Rating based on a range of measures in four categories.		The MCC also takes into account individual performance. This is largely a personal leadership dimension, recognizing the individual s effort, initiative, and impact. The CEO recommends to the MCC an Individual Performance Factor (IPF) for each NEO other than himself.
		The MCC sets award targets with reference to target opportunities found across our Oil Industry Peer Group. All individuals in the same salary grade have the same target, which provides internal equity and consistency.		Performance is viewed across multiple parameters (i.e., absolute results; results vs. Business Plan; results vs. Oil Industry Peer Group and/or general industry; performance trends over time). The performance measures are also assessed taking into account the elements that may be market-driven or otherwise beyond the control of management. See pages 42 43 for a discussion of 2018 performance.		The MCC determines the final IPF for the CEO and the other NEOs. The independent Directors of the Board approve the IPF for the CEO and ratify the IPF for the other NEOs.

The minimum Corporate Performance Rating is zero (i.e., no award), and the maximum is two (i.e., 200 percent of target).

Overall award capped at 200 percent of target

Chevron goes through a rigorous goal-setting and performance review process to determine the CIP Corporate Performance Rating. Annually, Business Plan objectives are determined after thorough reviews and approvals by the Enterprise Leadership Team Committee (ELT), a subcommittee of the Executive Committee, and the Board. The ELT is responsible for setting objectives that challenge the Company to optimize strategies and portfolio

composition and to improve operational performance to create stockholder value. Robust annual performance measures, weightings, and goals are established with the Business Plan, subject to review and approval by the MCC. Mid-year and end-of-year reviews by the Board and the MCC systematically assess progress against these measures. The MCC has discretion in awarding CIP, including discretion to set the award to zero if conditions warrant it.

2018 CIP corporate performance rating

In January 2019, the MCC evaluated Chevron s 2018 performance across the four CIP categories: financials, capital management, operating performance, and health, environmental and safety. The MCC assigned an overall 2018 CIP Corporate Performance Rating of 1.40 in recognition of meeting or exceeding Business Plan (Plan) on multiple financial dimensions; notable successes in capital management; strong operating performance, including record-high production; and industry-leading personal safety results, most notably achieving a Fatal Accident Rate of zero (see table on page 42 for additional details).

In order to determine the 2018 Corporate Performance Rating, a raw score range was assigned based on the Company s actual performance with respect to the particular performance measures comprising each category as measured against the Company s Plan. This raw score can span from zero (reflecting very poor performance) to two (reflecting outstanding performance) for each category. Category weights are then applied to the raw score ranges to determine an overall range. When determining the Corporate Performance Rating, the MCC may apply discretion when assessing the Company s performance.

Table of Contents

executive compensation

Specific inputs to the MCC s evaluation are summarized below.

Category	Weight	Performance measures	Year-end results vs. Plan highlights Plan refers to Board-approved Business Plan	Results[1]	Raw score (0.00 - 2.00)	Weighted score
Financials	40%	Earnings per share (EPS , diluted)[2,3]	$7.74 reported EPS, better than Plan; modest miss on normalized EPS. Five-year EPS performance versus peers improved; CVX now in middle of competitor band (vs. 5th place in 2017).		**1.15 - 1.25**	**0.46 - 0.50**
		Net cash flow[4]	$10.0 billion, above Plan.			
		Return on capital employed[3,5] (ROCE)	8.2 percent, exceeded Plan. Performance was best among peers in 2018, but continues to be adversely impacted by higher levels of investment in trailing periods.			
		Capital and exploratory expenditures (C&E), including equity in				

		affiliates		$20.1 billion, above $18.3 billion budget, reflecting non budgeted, inorganic opportunities and some cost escalation.		
			Gorgon & Wheatstone LNG	Exceeded cargo objective. Wheatstone Train 2 achieved first LNG in 2Q18.		
			FGP / WPMP	Met rack modules milestone. Modest delay in core substation mechanical completion. On track for first oil in 2022.		
		Major milestones	Permian	Exceeded wells put on production target and met unit development cost objective.		
			Big Foot	Achieved storm safe status; first oil achieved in 4Q18.		
			USGC Petrochemicals	Achieved volume target. Startup of ethane cracker achieved in 1Q18, ahead of schedule.		
			Richmond Modernization	Achieved mechanical completion in 3Q18 and Hydrogen Plant Train 1 startup in 4Q18.		
Operating performance	15%	Net production, excluding impact of divestments		Nearly 8 percent, above 4-7 percent guidance range.	**1.40 - 1.50**	**0.21 - 0.23**
		Operating expense[6]		$24.9 billion, above Plan. Unit costs in line with Plan and continued to		

			decline.		
		Refining utilization, including joint ventures and affiliates	Better than Plan by 1.0 percent.		
Health, environmental and safety	15%	Personal safety(3)	Industry-leading Fatal Accident Rate of zero and Days Away From Work Rate of 0.016.	**1.70 - 1.80**	**0.26 - 0.27**
		Process safety and environmental	Loss of Containment performance and spill volumes better than Plan.		
			Corporate Performance Rating range		**1.3 - 1.4**
			Final Corporate Performance Rating		**1.40**

Notes:

(1) Results refer to met / exceeded Plan (green), met Plan with some gaps (yellow), or did not meet Plan (red).

(2) Normalized earnings exclude market factors beyond the control of management, including price, foreign exchange, and uncontrollable tax impacts; comparison more accurately measures controllable performance.

(3) Relative peer comparisons based on externally disclosed results through the end of 3Q18.

(4) Cash flow including asset sales after dividends and stock repurchases = change in cash, cash equivalents and restricted cash less change in debt, marketable securities, and time deposits with maturities in excess of 90 days.

(5) See Definitions of Selected Financial Terms in Exhibit 99.1 of the Chevron Annual Report on Form 10-K for the year ended December 31, 2018.

(6) Operating expenses, selling, general and administrative expenses, and other components of net periodic benefit costs as reported in the consolidated statement of income (excludes affiliate spend). Figures rounded.

Table of Contents

financials 40 percent

Earnings 2018 reported earnings of $14.8 billion and $7.74 EPS exceeded Plan. The Company benefited from higher commodity realizations, lower than anticipated depreciation charges and favorable movements in foreign exchange rates. Normalized earnings and EPS were modestly below Plan. The Company s five-year indexed EPS performance improved relative to peers as its Upstream-weighted (vs. Downstream) and oil-weighted (vs. natural gas) portfolio benefited from higher commodity prices in 2018.

Net cash flow Chevron delivered strong cash flow in 2018, supported by higher commodity realizations and strong production growth. Net cash generation was $10.0 billion.

Based on the preceding, the raw score range assigned to this category for the 2018 performance year was 1.15 1.25 out of a maximum of 2.0.

capital management 30 percent

Return on capital employed Reported ROCE for 2018 of 8.2 percent exceeded Plan. Chevron s 2018 performance was best among its peers as its oil-weighted (vs. natural gas) portfolio benefited from higher commodity prices. However, the Company s five-year ROCE performance declined at a slightly faster rate than the peer average, due to high investment level over the previous five years.

Capital and exploratory expenditures 2018 C&E totaled $20.1 billion, 10 percent higher than budget. Chevron successfully captured several inorganic investment opportunities, for which we do not budget. Additionally, the Company s ability to capture further capital cost savings was challenged in the higher oil price environment, which created some cost escalation.

Major milestones per Plan:

- Gorgon & Wheatstone LNG Wheatstone Train 2 first LNG production and sustained performance achieved. At year-end, all five trains were running reliably and combined LNG cargos exceeded Plan.

Tengizchevroil Future Growth Project / Wellhead Pressure Management Project Achieved rack modules milestone. Mechanical completion of core electrical substation modestly delayed into early 2019. Project remains on track for first oil in 2022.

Permian Wells placed on production better than Plan. Unit development cost met objective. Full year production exceeded external guidance.

Big Foot Achieved storm safe status and first production milestones.

U.S. Gulf Coast Petrochemicals Achieved production volume objective. Startup of ethane cracker ahead of schedule.

Richmond Modernization Startup of Hydrogen Plant 1 achieved.

Based on the preceding, the raw score range assigned to this category for the 2018 performance year was 1.10 1.30 out of a maximum of 2.0.

operating performance 15 percent

Net production of 2.944 million barrels of oil-equivalent per day in 2018, excluding divestments. Annual growth rate of 7.9 percent, exceeded the high end of our 4-7 percent external guidance range (vs. 2017) driven by Permian growth, Wheatstone ramp-up, and strong asset reliability, particularly at Gorgon and Tengizchevroil.

Operating expense totaled $24.9 billion, above Plan. Unit costs declined in 2018. Since 2014, absolute costs have declined 16 percent, and unit costs have fallen 21 percent.

Refining unit utilization rates were better than Plan by 1.0 percentage point.

Based on the preceding, the raw score range assigned to this category for the 2018 performance year was 1.40-1.50 out of a maximum of 2.0.

health, environmental and safety 15 percent

Maintained industry-leading personal safety rates, better than the Plan on all measures. Fatal Accident rate was zero and Total Recordable Incidents rate was a record low.

Loss of containment performance and spill volume was better than Plan.

Based on the preceding, the raw score range assigned to this category for the 2018 performance year was 1.70-1.80 out of a maximum of 2.0.

Table of Contents

executive compensation

2018 NEO CIP awards

The MCC and the independent Directors of the Board assessed corporate and individual performance in making CIP awards based on 2018 performance. In setting individual s performance adjustments for the 2018 CIP, the MCC considered a wide range of factors, including individual and business unit achievements along all four categories of CIP measurements, strategic impact in positioning Chevron for the future, collaboration across the leadership team, and role modeling The Chevron Way as stewards of the business.

Specifically, the MCC recognized and considered these accomplishments for each NEO when determining individual performance factors. Mr. Wirth exhibited strong leadership in meeting key financial and operational objectives notably, significant growth in production and cash generation, outstanding safety and environmental performance across the Company, prudent investment in the business, and a stronger balance sheet, along with continued growth in stockholder distributions. Ms. Yarrington continued to be highly effective in driving costs down, retaining strong internal controls, managing the balance sheet, implementing changes as a result of U.S. tax reform, and engaging investors and the finance community. Mr. Johnson led Upstream to deliver all-time high production and continued to drive unit costs down, while achieving record-low personal safety rates with zero fatalities. Mr. Geagea continued to effectively lead efforts to drive capital efficiency, improve major project support, and functional excellence across our lines of business. Mr. Breber demonstrated strong leadership in delivering solid operating and financial results, completing asset sales and project milestones.

As a result of the performance evaluation, Mr. Wirth received an award of $3,600,000. This amount reflects the amount of his base salary ($1,500,000) multiplied by his CIP Award Target percentage of 150 percent multiplied by the Corporate Performance Rating of 140 percent, resulting in an award of $3,150,000. The remaining $450,000 of Mr. Wirth s award is attributable to the MCC s and independent Directors

assessment of his individual performance, as described above.

Ms. Yarrington received an award of $2,017,200. This amount reflects the amount of her base salary ($1,139,000) multiplied by her CIP Award Target percentage of 110 percent multiplied by the Corporate Performance Rating of 140 percent, resulting in an award of $1,754,100. The remaining $263,100 of Ms. Yarrington s award is attributable to the MCC s and independent Directors assessment of her individual performance, as described above.

Mr. Johnson received an award of $2,284,100. This amount reflects the amount of his base salary ($1,133,000) multiplied by his CIP Award Target percentage of 120 percent multiplied by the Corporate Performance Rating of 140 percent, resulting in an award of $1,903,400. The remaining $380,700 of Mr. Johnson s award is attributable to the MCC s and independent Directors assessment of his individual performance, as described above.

Mr. Geagea received an award of $1,663,500. This amount reflects the amount of his base salary ($982,000) multiplied by his CIP Award Target percentage of 110 percent multiplied by the Corporate Performance Rating of

140 percent, resulting in an award of $1,512,300. The remaining $151,200 of Mr. Geagea s award is attributable to the MCC s and independent Directors assessment of his individual performance, as described above.

Mr. Breber received an award of $1,629,600. This amount reflects the amount of his base salary ($962,000) multiplied by his CIP Award Target percentage of 110 percent multiplied by the Corporate Performance Rating of 140 percent, resulting in an award of $1,481,500. The remaining $148,100 of Mr. Breber s award is attributable to the MCC s and independent Directors assessment of his individual performance, as described above.

Mr. Watson did not receive a CIP award for 2018.

long-term incentive plan

The key objective of our Long-Term Incentive Plan is to encourage performance that drives stockholder value over the long-term. The target value of an NEO s LTIP award at the time of grant is determined by the MCC, with input from its independent compensation consultant and referencing external benchmark comparisons. The objective is to ensure that Chevron is competitive against its industry peer companies on the overall target compensation (cash plus equity), after allowing for appropriate differentiation based on size, scale, scope, and job responsibilities.

Each year in January, the MCC determines a target value for LTIP awards for the CEO and the other NEOs based on industry competitive data. These awards provide incentive compensation opportunities tied to Chevron s future long-term performance.

In setting the LTIP target value for the CEO, the MCC relies on input from its independent compensation consultant and benchmark research, focusing on the form and amount of similar compensation opportunities in the Oil Industry Peer Group. The MCC also considers the CEO s demonstrated performance, and the Company s size, scope, and complexity relative to the comparison companies. Similarly, for the other NEOs, the MCC sets an annual LTIP target value for each salary grade as a multiple of salary, referencing median incentive opportunities for executives in similar positions at companies in the Oil Industry Peer Group.

The LTIP award represents a pay opportunity. The ultimate realized value of equity-based awards is determined by absolute and relative stock price performance over a three- to 10-year period.

Table of Contents

executive compensation

The LTIP program comprises the following three equity vehicles:

Component	2018 Proportion	How it works
Performance shares	50%	Payout is dependent on Chevron s TSR over a three-year period, compared with our LTIP Performance Share Peer Group TSR. For the 2018 grant, the peer group is comprises: ExxonMobil, BP, Shell, Total, and the S&P 500 Total Return Index.

Relative TSR ranking	1	2	3	4	5	6
2018 grant payout as a % of target	**200%**	**160%**	**120%**	**80%**	**40%**	**0%**

Performance shares accrue dividend equivalents that are reinvested as additional shares, to be paid at the end of the performance period and are subject to the same three year cliff vesting schedule and performance modifier.

The MCC can exercise negative discretion to reduce payout.

Actual number of shares granted is determined by dividing the proportionate value of the NEO s LTIP award by Chevron s closing common stock price on the grant date.

Payment is made in cash. Refer to footnote 2 on pages 58 and 59 for calculation details.

Stock options	25%	Strike price is equal to the closing common stock price on the grant date. Options vest and become exercisable at a rate of one-third per year for the first three years, based on continued service, and expire 10 years after the grant date. Gain realized depends on the common stock price at the exercise date compared with the strike price. Actual number of stock options granted is determined by dividing the proportionate value of the NEO s LTIP award by the Black-Scholes option value on the grant date in accordance with Grant Date Fair Value calculation as defined by the U.S. Securities and Exchange Commission.
Restricted stock units (RSUs)	25%	Actual number of RSUs granted is determined by dividing the proportionate value of the NEO s LTIP award by Chevron s closing common stock price on the grant date. Five-year cliff vesting lengthens equity holding time, which enhances retention and alignment with stockholders. RSUs accrue dividend equivalents that are reinvested as additional units, to be paid at the time of vesting. Payment is made in cash based on closing common stock price on the vesting date.

Supplemental RSUs: Supplemental RSUs are granted in extraordinary circumstances to recognize exceptional individual performance that had a direct impact on Chevron s results and to serve as an additional retention tool for such individuals. These RSUs generally vest at the end of three years. Supplemental RSUs, if awarded, will accrue dividend equivalents that are reinvested as additional units and paid at the end of three years. No supplemental RSUs were awarded to any NEO in 2018.

LTIP metrics

The MCC continues to believe that TSR is the best overall pay-for-performance measure to align our CEO s and other NEOs performance with stockholder interests. TSR is the standard metric for stockholders to use in measuring the Company s performance because it easily allows for meaningful comparisons of our performance relative to other companies within our same industry, and also allows for easy comparison with our stockholders other investment alternatives. It is objectively determined by third-party market

participants independent of the Company s judgment. The MCC believes that Company performance on other measures operational and financial, over the short-term and long-term is ultimately reflected in TSR results.

The majority of the LTIP award derives value directly from TSR (relative and absolute). For the CEO and the other NEOs to earn the originally targeted compensation, Chevron must show sustained competitive performance, and Chevron s stockholders must be rewarded with competitive TSR results.

Table of Contents

executive compensation

LTIP mix and timing: why a mix of performance shares, RSUs, and options

The MCC believes the current portfolio approach to the LTIP mix (50 percent performance shares, 25 percent restricted stock units, and 25 percent stock options) offers an optimal combination of incentive opportunities. It aligns with our business objectives and is consistent with prevailing standards. Each vehicle has its own risk-reward profile and a different time horizon. Together, these vehicles align our executives with stockholder interests over the long-term and reward them for absolute and competitive stock performance.

2016 2018 performance share payout

The three-year performance period for performance shares granted in January 2016 ended on December 31, 2018. For this three-year period, Chevron ranked No. 3 in TSR when compared to the four companies in the LTIP Performance Share Peer Group. Inclusion of the S&P 500 Total Return Index as a fifth member of the peer group occurred after these performance shares were granted and will become part of the payout analysis for performance shares covering the 2017-2019 performance period and in subsequent years.

Chevron s TSR for the 2016-2018 performance period was less than 1 percentage point better than the fourth-ranked company, Total, resulting in a deemed third and fourth place tie and a payout modifier of 75 percent (between 100 percent for third place and 50 percent for fourth place). Refer to Option Exercises and Stock Vested in Fiscal Year 2018 tables on pages 58 and 59 for details on the performance payout calculation.

2016 performance shares[1]

(2016 2018 LTIP Performance Period)

Note:

(1)

Per program rules, based on average closing stock price for the 20 trading days prior to the beginning of the performance period (January 1, 2016) and the last 20 trading days of the performance period (ending December 31, 2018). Figures rounded.

2018 LTIP grants

In January 2018, the independent Board of Directors, upon recommendation of the MCC, approved the LTIP award to the CEO and ratified the following LTIP awards to the other NEOs. Mr. Watson did not receive a 2018 grant due to his retirement on February 1, 2018. None of the NEOs received a 2018 supplemental RSU grant.

Name	2018 LTIP target value	Stock options*	Performance shares*	Standard RSUs*
Michael K. Wirth	$ 13,250,000	182,100	52,850	26,430
John S. Watson				
Patricia E. Yarrington	$ 3,849,440	52,900	15,350	7,680
James W. Johnson	$ 4,999,500	68,700	19,940	9,970
Joseph C. Geagea	$ 3,849,440	52,900	15,350	7,680
Pierre R. Breber	$ 3,849,440	52,900	15,350	7,680

* Number of awarded stock options, performance shares, and RSUs was determined based on the Company s common stock price on January 31, 2018, the grant date Black-Scholes value for stock options, and a performance share factor of 100 percent reflecting expected performance at target. As these inputs may vary from those used for financial reporting, the target value shown above may not match the values presented in the Summary Compensation Table or the Grants of Plan-Based Awards in Fiscal Year 2018 table in this Proxy Statement on pages 52 and 55, respectively.

Table of Contents

2019 LTIP grants

In January 2019, the independent Board of Directors, upon recommendation of the MCC, approved the LTIP award to the CEO and ratified the following LTIP awards to the other NEOs.

Name	2019 LTIP target value	Stock options*	Performance shares*	Standard RSUs*
Michael K. Wirth	$15,000,000	236,900	66,370	33,180
Patricia E. Yarrington	$ 3,963,120	62,600	17,530	8,770
James W. Johnson	$ 5,148,000	81,300	22,780	11,390
Joseph C. Geagea	$ 3,963,120	62,600	17,530	8,770
Pierre R. Breber	$ 3,963,120	62,600	17,530	8,770

* Number of awarded stock options, performance shares, and RSUs was determined based on the Company s common stock price on January 30, 2019, the grant date Black-Scholes value for stock options, and a performance share factor of 100 percent reflecting expected performance at target. As these inputs may vary from those used for financial reporting, the target value shown above may not match the values to be presented in the 2020 Proxy Statement s Summary Compensation Table or the Grants of Plan-Based Awards in Fiscal Year 2019 table.

Table of Contents

executive compensation

retirement programs and other benefits

NEOs, like all other employees, have retirement programs and other benefits as part of their overall compensation package at Chevron. We believe that these programs and benefits:

Support our long-term investment cycle; and

Encourage retention and long-term employment.

retirement programs

All of our employees, including our NEOs, have access to retirement programs that are designed to enable them to accumulate retirement income. The defined benefit (pension) and defined contribution (401(k) savings) plans allow highly compensated employees to receive the same benefits they would have earned without the IRS limitations on qualified retirement plans under the Employee Retirement Income and Security Act. The deferred compensation plan allows eligible employees to defer salary, CIP awards, and LTIP payouts.

Plan name	Plan type	How it works	What s disclosed
Chevron Retirement Plan (CRP)	Qualified Defined Benefit (IRS §401(a))	Participants are eligible for a pension benefit when they leave the Company as long as they meet age, service, and other provisions under the plan.	In the Summary Compensation Table and the Pension Benefits Table in this Proxy Statement, we report the change in pension value in 2018 and the present value of each NEO s accumulated benefit under the CRP. The increase in pension value is not a current cash payment. It represents the increase in the value of the NEOs pensions, which are paid only after retirement.
Chevron Retirement Restoration Plan (RRP)	Nonqualified Defined Benefit	Provides participants with retirement income that cannot be paid from the CRP due to IRS limits on compensation and benefits.[1]	In the Pension Benefits Table and accompanying narrative in this Proxy Statement, we describe how the RRP works and present the current value of each NEO s accumulated benefit under the RRP.

Employee Savings Investment Plan (ESIP)	Qualified Defined Contribution (IRS §401(k))	Participants who contribute a percentage of their annual compensation (i.e., base salary and CIP award) are eligible for a Company matching contribution, up to annual IRS limits.(2)	In the footnotes to the Summary Compensation Table in this Proxy Statement, we describe Chevron s contributions to each NEO s ESIP account.
Employee Savings Investment Plan Restoration Plan (ESIP-RP)	Nonqualified Defined Contribution	Provides participants with an additional Company matching contribution that cannot be paid into the ESIP due to IRS limits on compensation and benefits.(3)	In the footnotes to the Nonqualified Deferred Compensation Table in this Proxy Statement, we describe how the ESIP-RP works. In the Summary Compensation Table and the Nonqualified Deferred Compensation Table, we present Chevron s contributions to each NEO s ESIP-RP account.
Deferred Compensation Plan (DCP)	Nonqualified Defined Contribution	Participants can defer up to: 90 percent of CIP awards and LTIP performance share payouts; and 40 percent of base salary above the IRS limit (IRS §401(a)(17)) for payment after retirement or separation from service.	In the Nonqualified Deferred Compensation Table in this Proxy Statement, we report the aggregate NEO deferrals and earnings in 2018.

(1) Employees whose compensation exceeds the limits established by the IRS for covered compensation and benefit levels. IRS annual compensation limit was $275,000 in 2018.

(2) Participants who contribute at least 2 percent of their annual compensation to the ESIP receive a Company matching contribution of 8 percent (or 4 percent if they contribute 1 percent). The 2018 annual limit for both

employer and employee contributions to a qualified defined contribution plan was $18,500 for employees under age 50 and $24,000 for employees age 50 and above in 2018.

(3) Participants who contribute at least 2 percent of their base salary to the DCP receive a Company matching contribution of 8 percent of their base salary that exceeds the IRS annual compensation limit.

benefit programs

The same health and welfare programs, including post-retirement health care, that are broadly available to employees on our U.S. payroll also apply to NEOs, with no other special programs except executive physicals (as described below under Perquisites).

perquisites

Perquisites for NEOs consist principally of financial counseling fees, executive physicals, home security, and the aggregate incremental costs to Chevron for personal use of Chevron automobiles and aircraft. The MCC periodically reviews our practices and disclosures with respect to perquisites. In the Summary Compensation Table in this Proxy Statement, we report the value of each NEO s perquisites for 2018.

Table of Contents

best practice in compensation governance

To ensure independent oversight, stockholder alignment and long-term sustainability, our executive compensation program has the following governance elements in place.

What we do	What we do not do
Robust stockholder engagement plan to ensure alignment with stockholder interests	û **No excessive perquisites; all have a specific business rationale**
Stock ownership guidelines for the Chief Executive Officer, six times base salary; for the Executive Vice Presidents and Chief Financial Officer, four times base salary	û **No individual supplemental executive retirement plans**
Deferred accounts inaccessible until a minimum of one year following termination	û **No stock option repricing, reloads or exchanges without stockholder approval**
Clawback provisions included in the CIP, LTIP, DCP, RRP, and ESIP-RP for misconduct	û **No loans or purchases of Chevron equity securities on margin**

Significant CEO pay at risk (91 percent)	û **No transferability of stock options (except in the case of death or a qualifying court order)**
Thorough assessment of Company and individual performance	û **No stock options granted below fair market value**
Robust succession planning process with Board review twice a year	û **No hedging or pledging of Chevron equity securities**
MCC composed entirely of independent Directors	û **No change-in-control agreements for NEOs**
Independent compensation consultant, hired by and reports directly to the MCC	û **No tax gross-ups for NEOs**
MCC has discretion to reduce performance share payouts	û **No golden parachutes or golden coffins for NEOs**

Certain pre-2018 LTIP awards (i.e., performance-based compensation) intended to qualify for deduction under the grandfather rule in Section 162(m) of Internal Revenue Code

Annual assessment of incentive compensation risks

Table of Contents

executive compensation

compensation governance: oversight and administration of the executive compensation program

role of the board of directors management compensation committee

The Board of Directors Management Compensation Committee oversees the executive compensation program. The MCC works closely with its independent compensation consultant, Meridian Compensation Partners, LLC (Meridian), and management to review pay and performance relative to the Business Plan approved by the Board and to industry peers. The MCC solicits input from the CEO concerning the performance and compensation of other

NEOs. The CEO does not participate in discussion about his own pay; and proposed change to the compensation of the CEO is recommended by the MCC and approved by the independent Directors of the Board. A complete description of the MCC s authority and responsibility is provided in its charter, which is available on our website at *www.chevron.com* and in print upon request.

independent compensation advice

The MCC retains Meridian as an independent compensation consultant to assist with its duties. The MCC first engaged Meridian in 2014, following a comprehensive request-for-proposal process and subsequent screening and selection. The MCC has the exclusive right to select, retain, and terminate Meridian, as well as to approve any fees, terms, and other conditions of its service. Meridian and its lead consultant report directly to the MCC, but when directed to do so by the MCC, they work cooperatively with Chevron s management to develop analyses and proposals for the MCC. Meridian provides the following services to the MCC:

- Education on executive compensation trends within and across industries;
- Recommendation regarding compensation philosophy and compensation levels;
- Selection of compensation comparator groups; and
- Identification and resolution of technical issues associated with executive compensation plans, including tax, accounting, and securities regulations.

Meridian does not provide any services to the Company. The MCC is not aware of any work performed by Meridian that raised any conflicts of interest.

compensation risk management

The MCC annually undertakes a risk assessment of Chevron s compensation programs to ensure these programs are appropriately designed and do not motivate individuals or groups to take risks that are reasonably likely to have a material adverse effect on the Company. Following its most

recent comprehensive review of the design, administration, and controls of these programs, the MCC was satisfied that Chevron s programs are well structured with strong governance and oversight mechanisms in place to minimize and mitigate potential risks.

stock ownership guidelines

We require our NEOs to hold prescribed levels of Chevron common stock, further linking their interests with those of our stockholders. Executives have five years to attain their stock ownership guideline. Further, NEOs who have not attained their stock ownership guidelines are required to hold shares acquired under the LTIP program until such ownership requirements are met.

Position	2018 ownership guidelines
CEO	Six times base salary
Executive Vice Presidents and Chief Financial Officer	Four times base salary
All Other Executive Officers	Two times base salary

Based upon our 250-day trailing average stock price ending December 31, 2018 ($120.20), Mr. Wirth had a stock ownership base salary multiple of 8.4. All other NEOs had an average stock ownership base salary multiple of 8.2. The MCC believes these ownership levels provide adequate focus on our long-term business model.

employment, severance, and change-in-control agreements

In general, we do not maintain employment, severance, or change-in-control agreements with our NEOs. Upon retirement or separation from service for other reasons, NEOs are entitled to certain accrued benefits and payments generally available to other employees. We describe these benefits and payments in the Pension Benefits Table, the Nonqualified Deferred Compensation Table, and the Potential Payments Upon Termination or Change-in-Control table in this Proxy Statement.

compensation recovery policies

The Chevron Incentive Plan, Long-Term Incentive Plan, Deferred Compensation Plan for Management Employees, Retirement Restoration Plan, and Employee Savings Investment Plan Restoration Plan include provisions permitting us to claw back certain amounts of cash and equity awarded to an NEO at any time if the NEO engages in certain acts of misconduct, including, among other things: embezzlement; fraud or theft; disclosure of confidential information or other acts that harm our business, reputation or employees; misconduct resulting in Chevron having to prepare an accounting restatement; and failure to abide by post-termination agreements respecting confidentiality, noncompetition, or nonsolicitation.

tax gross-ups

We do not pay tax gross-ups to our NEOs. We do provide standard expatriate packages, which include tax equalization payments, to all employees of the Company who serve on overseas assignments, including executive officers.

tax deductibility of NEO compensation

For years prior to 2018, Section 162(m) of the Internal Revenue Code (as implemented by IRS guidance) limited companies deduction for compensation paid to the CEO and the other three most highly paid executives (excluding the CEO and CFO) to $1 million, but allowed for the deduction for performance-based compensation costs/expenses for amounts even in excess of the $1 million limit. As such, we structured our CIP and certain LTIP awards with the intention of meeting the requirements for performance-based compensation under Section 162(m). Effective January 1, 2018, the Tax Cut and Jobs Act (TCJA) repealed this exclusion for performance-based compensation, and expanded the class of affected executives, which means that all compensation paid to persons who in 2017, or any year following, were the CEO, CFO (in 2018 or later) or one of the other three most highly paid executives (excluding our CEO and CFO) will be subject to the cap of $1 million. For LTIP awards made on or prior to November 2, 2017, but not yet vested and/or paid out (other than time-based RSUs, which are not qualified under Section 162(m) and therefore are not deductible), we expect that the Company will still be able to deduct those amounts, provided that the Company meets the requirements in the TCJA.

Table of Contents

executive compensation

summary compensation table

The following table sets forth the compensation of our NEOs for the fiscal year ended December 31, 2018, and for the fiscal years ended December 31, 2017, and December 31, 2016, if they were NEOs in those years. The primary components of each NEO s compensation are also described in our Compensation Discussion and Analysis in this Proxy Statement.

Name and principal position	Year	Salary ($)[1]	Stock awards ($)[2]	Option awards ($)[3]	Non-Equity incentive plan compensation ($)[4]	Change in pension value and nonqualified deferred compensation earnings ($)[5]	All other compensation ($)[6]	Total ($)
M.K. Wirth,	2018	$ 1,468,750	$ 10,102,641	$ 3,312,399	$ 3,600,000	$ 1,229,552	$ 927,281	$ 20,640,623
	2017	$ 1,231,050	$ 3,923,035	$ 1,237,856	$ 2,000,000	$ 2,672,028	$ 605,712	$ 11,669,681
Chairman and CEO[7]	2016	$ 1,094,492	$ 2,866,329	$ 2,286,247	$ 906,200	$ 1,845,887	$ 130,490	$ 9,129,645
J.S. Watson,	2018	$ 251,197				$ 850,222	$ 140,080	$ 1,241,499
	2017	$ 1,863,500	$ 12,140,826	$ 3,830,000	$ 3,750,000	$ 2,982,424	$ 214,818	$ 24,781,568
Former Chairman and								
CEO[7]	2016	$ 1,863,500	$ 5,397,824	$ 9,194,544	$ 2,096,400	$ 5,894,429	$ 210,794	$ 24,657,491
P.E. Yarrington,	2018	$ 1,133,458	$ 2,934,703	$ 962,251	$ 2,017,200		$ 111,467	$ 7,159,079
	2017	$ 1,108,013	$ 3,018,827	$ 952,904	$ 1,700,200	$ 1,283,468	$ 88,641	$ 8,152,053
Vice President and Chief								
Financial Officer	2016	$ 1,073,242	$ 1,342,122	$ 2,286,247	$ 890,100	$ 863,855	$ 85,859	$ 6,541,425
J.W. Johnson,	2018	$ 1,123,375	$ 3,811,432	$ 1,249,653	$ 2,284,100	$ 2,263,287	$ 194,135	$ 10,925,982
	2017	$ 1,080,750	$ 3,923,035	$ 1,237,856	$ 1,710,700	$ 2,948,042	$ 124,132	$ 11,024,515
Executive Vice President,								
Upstream	2016	$ 1,012,417	$ 1,745,492	$ 2,970,501	$ 930,600	$ 2,640,381	$ 116,929	$ 9,416,320
J.C. Geagea,	2018	$ 979,083	$ 2,934,703	$ 962,251	$ 1,663,500	$ 1,210,881	$ 98,993	$ 7,849,411
	2017	$ 957,825	$ 3,018,827	$ 952,904	$ 1,347,200	$ 2,614,776	$ 112,790	$ 9,004,322
Executive Vice President,	2016	$ 906,367	$ 1,342,122	$ 2,286,247	$ 761,800	$ 2,551,179	$ 97,479	$ 7,945,194

Technology, Projects and Services								
P.R. Breber, *Executive Vice President, Downstream & Chemicals*	2018	$ 948,875	$ 2,934,703	$ 962,251	$ 1,629,600	$ 1,445,807	$ 108,808	$ 8,030,044

(1) Reflects actual salary earned during the fiscal year covered. Compensation is reviewed after the end of each year, and salary increases, if any, are generally effective April 1 of the following year. Mr. Wirth received a salary increase in February 2018 upon his appointment to Chairman and CEO. The following table reflects the annual salary rate and effective date for the years in which each person was an NEO and the amounts deferred under the Deferred Compensation Plan for Management Employees II (DCP). Salary for Mr. Watson is as of his February 1, 2018 retirement date and also includes a final payout of his accrued but unused vacation balance, in the amount of $18,260, which is required to be paid under California law upon termination of employment.

Name	Salary effective date	Salary	Total salary deferred under the DCP
M.K. Wirth	February 2018	$ 1,500,000	$ 23,875
	February 2017	$ 1,250,000	$ 19,221
	April 2016	$ 1,098,400	$ 16,590
J.S. Watson	February 2018	$ 1,863,500	$ 23,294
	April 2017	$ 1,863,500	$ 186,350
	April 2016	$ 1,863,500	$ 186,350
P.E. Yarrington	April 2018	$ 1,139,000	$ 17,169
	April 2017	$ 1,120,000	$ 16,760
	April 2016	$ 1,078,900	$ 16,165
J.W. Johnson	April 2018	$ 1,133,000	$ 16,968
	April 2017	$ 1,100,000	$ 16,215
	April 2016	$ 1,034,000	$ 14,948
J.C. Geagea	April 2018	$ 982,000	$ 14,082
	April 2017	$ 972,000	$ 13,757
	April 2016	$ 923,400	$ 12,827
P.R. Breber	April 2018	$ 962,000	$ 13,478

We explain the amount of salary and non-equity incentive plan compensation in proportion to total compensation in our Compensation Discussion and Analysis Pay Philosophy and Plan Design.

(2) Amounts for each fiscal year reflect the aggregate grant date fair value of performance shares and RSUs granted under the LTIP on January 31, 2018. We calculate the grant date fair value of these awards in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation Stock Compensation (ASC Topic 718), as described in Note 21, Stock Options and Other Share-Based Compensation, to the Consolidated Financial Statements contained in our Annual Report on Form 10-K for the year ended December 31, 2018. These RSUs and performance shares accrue dividend equivalents. For purposes of this table only, estimates of forfeitures related to service-based vesting conditions for awards have been disregarded.

For performance shares granted on January 31, 2018, the per-share grant date fair value was $128.47. We use a Monte Carlo approach to calculate estimated grant date fair value. To derive estimated grant date fair value per share, this valuation technique simulates TSR for the Company and the LTIP peer group (BP, ExxonMobil, Royal Dutch Shell, Total, and the S&P 500 Total Return Index) using market data for a period equal to the term of the performance period, correlates the simulated returns within the peer group to estimate a probable payout value, and discounts the probable payout value using a risk-free rate for Treasury bonds having a term equal to the performance period. Performance shares are paid in cash, and the cash payout, if any, is based on market conditions at the end of the performance period (January 2018 through December 2020). Payout is calculated in the manner described in Footnote 2 to the Option Exercises and Stock Vested in Fiscal Year 2018 table in this Proxy Statement, except that the modifier for the 2018 grant depends on Chevron s TSR, for the three-year performance period relative to the S&P 500 Total Return Index and the TSR for our peer group of major oil competitors which consists of BP, ExxonMobil, Royal Dutch Shell, and Total. As such, the modifiers for the 2018 grant range from 0 to 200 percent in increments of 40 percent. If the maximum level of performance were to be achieved for the performance shares granted in 2018, the grant date value would be $250.70 per share (200 percent of the grant date stock price), or $13,249,495 for Mr. Wirth; $3,848,245 for Ms. Yarrington and Messrs. Geagea and Breber; and $4,998,958 for Mr. Johnson.

The per-unit grant date fair value of the restricted stock units was $125.35, the closing price of Chevron common stock on the grant date. These RSUs earn dividend equivalents and are paid in cash upon vesting on January 31 following the fifth anniversary of the grant. Total payout will be based on the Chevron common stock closing price on the vesting date.

The material terms of performance shares and RSUs granted in 2018 are described in the Grants of Plan-Based Awards in Fiscal Year 2018 and Outstanding Equity Awards at 2018 Fiscal Year-End tables in this Proxy Statement.

(3)

Amounts for each fiscal year reflect the aggregate grant date fair value of nonstatutory/nonqualified stock options granted under the LTIP on January 31, 2018. The per-option grant date fair value was $18.19. We calculate the grant date fair value of these stock options in accordance with ASC Topic 718, as described in Note 21, Stock Options and Other Share-Based Compensation, to the Consolidated Financial Statements contained in our Annual Report on Form 10-K for the year ended December 31, 2018. Stock options do not accrue dividends or dividend equivalents. For purposes of this table only, estimates of forfeitures related to service-based vesting conditions for awards have been disregarded. The material terms of stock options granted in 2018 are described in the Grants of Plan-Based Awards in Fiscal Year 2018 and Outstanding Equity Awards at 2018 Fiscal Year-End tables in this Proxy Statement.

(4) 2018 amounts reflect CIP awards for the 2018 performance year that were paid in March 2019. Ms. Yarrington elected to defer 1 percent of her award to the DCP, or $20,172. See Compensation Discussion and Analysis Components of Executive Compensation Annual Incentive Plan (Chevron Incentive Plan) for a detailed description of CIP awards.

(5) 2018 amounts represent the aggregate change in the actuarial present value of the NEO s pension value for the CRP and the RRP from January 1, 2018, through December 31, 2018, expressed as a lump sum. The Deferred Compensation Plan for Management Employees and Deferred Compensation Plan for Management Employees II (both, the DCP) and ESIP-RP do not pay above-market or preferential earnings and are not represented in this table. For purposes of this disclosure, we have used the same amounts required to be disclosed in the Pension Benefits Table in this Proxy Statement. Mr. Watson retired effective February 1, 2018, and his actual CRP value at retirement was $2,213,441, and the value of his RRP on December 31, 2018, before reduction for taxes, was $47,014,948, a total change of $850,222 from the CRP and RRP values reported in the 2018 Proxy Statement. Ms. Yarrington s pension benefits are not reflected above as estimated theoretical pension benefits resulted in a negative value in 2018, generally because she was not subject to early retirement reduction and higher interest rates were used to calculate the present value of her benefit for her age.

2018 changes in the actuarial present value of an NEO s pension value are attributable to five factors:

Increases in highest average earnings (HAE)

HAE is the highest consecutive 36-month average base salary and CIP awards. A significant portion of the changes in Messrs. Wirth, Johnson, Geagea and Breber s pension values were due to salary and CIP target increases tied to promotions in recent years, in addition to CIP awards as a result of individual and Company performance.

Interest rate impact

Generally, a higher interest rate produces a lower pension value, and a lower interest rate produces a higher pension value. The lump sum interest rates for determining the actuarial present values of the pension benefit are based on the Pension Protection Act of 2006 lump sum interest rates, and such rates are higher in 2018 than those used in 2017. In addition, 2018 s discount rate, 4.2 percent, is higher than 2017 s discount rate, 3.5 percent.

An additional year of age

The Chevron Retirement Plan and Retirement Restoration Plan provide an unreduced benefit at age 60 for eligible participants. Generally, being a year older results in an increase in pension value due to a shorter discount period from the current age to the assumed retirement age of 60. Once an NEO reaches age 60, the discount rate no longer applies. Furthermore, the pension value can be negatively impacted when the assumed duration of future payments is shorter based on age and actuarial assumptions.

An additional year of benefit service earned in 2018

All of the NEOs except Mr. Watson worked for a full year in 2018, and their pension benefits increased because they earned an additional year of benefit service.

Mortality projections

When mortality tables project longer life spans, pension benefits increase.

The following table provides a breakdown of the percent of change in the NEO s pension, including the return credited to Mr. Watson s Retirement Restoration Plan after his retirement:

		Factors				
Name	Total percent change in pension value, Jan.-Dec. 2018(a)	Higher HAE	Interest rate impact	One year older	One additional year of service	Mortality
M.K. Wirth	7.4%	7.8%	(7.2%)	3.9%	2.9%	0.0%
J.S. Watson	1.8%	0.0%	1.6%	0.0%	0.2%	0.0%
P.E. Yarrington	(7.8%)	0.0%	(7.8%)	(2.4%)	2.8%	(0.4%)
J.W. Johnson	14.0%	13.8%	(6.5%)	3.8%	2.9%	0.0%
J.C. Geagea	9.1%	9.3%	(7.0%)	4.0%	2.8%	0.0%
P.R. Breber	19.0%	21.0%	(9.3%)	4.0%	3.3%	0.0%

(a) Calculated as follows: (actuarial present value of accumulated benefit at December 31, 2018 (reported in the Pension Benefits Table in this Proxy Statement) actuarial present value of accumulated benefit at December 31, 2017 (reported in the Pension Benefits Table in last year s Proxy Statement)) / actuarial present value of accumulated benefit at December 31, 2017 (reported in the Pension Benefits Table in last year s Proxy Statement).

Table of Contents

executive compensation

For Mr. Watson, who retired effective February 1, 2018, the actuarial present value at December 31, 2018 was replaced with his actual Chevron Retirement Plan value at retirement and his Retirement Restoration Plan value at December 31, 2018. Mr. Watson s percent change in pension value includes the return of 2.79 percent credited to his Retirement Restoration Plan after his retirement.

Additional information concerning the present value of benefits accumulated by our NEOs under these defined benefit retirement plans is included in the Pension Benefits Table in this Proxy Statement.

(6) All Other Compensation for 2018 includes the following items, but excludes other arrangements that are generally available to our salaried employees on the U.S. payroll and do not discriminate in scope, terms, or operation in favor of our NEOs, such as our medical, dental, disability, group life insurance and vacation programs.

	M.K. Wirth	J.S. Watson	P.E. Yarrington	J.W. Johnson	J.C. Geagea	P.R. Breber
ESIP Company Contributions[(a)]	$ 22,000	$ 16,772	$ 22,000	$ 22,000	$ 22,000	$ 22,000
ESIP-RP Company Contributions[(a)]	$ 95,500	$ 1,864	$ 68,677	$ 67,870	$ 56,327	$ 53,910
Perquisites[(b)]						
Financial Counseling[(c)]	$ 19,045	$ 2,413		$ 17,658	$ 15,370	$ 8,538
Motor Vehicles[(d)]	$ 20,741	$ 1,162				
Corporate Aircraft[(e)]	$ 288,629	$ 39,080				
Residential Security[(f)]	$ 453,593	$ 7,185		$ 61,937		
Executive Physical[(g)]		$ 1,500		$ 1,500		
Administrative Services[(h)]		$ 49,594				
International Board Trip[(i)]	$ 19,769		$ 19,502	$ 18,964		$ 16,748
Other[(j)]	$ 8,004	$ 20,510	$ 1,288	$ 4,206	$ 5,296	$ 7,612
Total, All Other Compensation	$ 927,281	$ 140,080	$ 111,467	$ 194,135	$ 98,993	$ 108,808

(a) The ESIP is a tax-qualified defined contribution plan open to employees on the U.S. payroll. The Company provides a matching contribution of 8 percent of annual compensation when an employee contributes 2 percent of annual compensation or 4 percent if they contribute 1 percent. Employees may also choose to contribute an amount above 2 percent, but none of the amount above 2 percent is matched. The Company match up to IRS limits ($275,000 of income in 2018) is made to the qualified ESIP account. For amounts above the IRS limit, the executive can elect to have 2 percent of base pay directed into the DCP, and the Company will match those funds with a contribution to the nonqualified ESIP-RP. Company contributions to the ESIP-RP are described further in the Nonqualified Deferred Compensation Table in this Proxy Statement.

(b) Reflects perquisites and personal benefits received by an NEO in 2018 to the extent that the total value of such perquisites and personal benefits was equal to or exceeded $10,000. Items deemed perquisites are valued on the basis of their aggregate incremental cost to the Company. We do not provide tax gross-ups to our NEOs for any perquisites; however, we do in certain cases pay expatriate and tax equalization benefits in connection with overseas assignments. Messrs. Johnson, Geagea and Breber served on expatriate assignments in prior years, during which they received customary expatriate and tax equalization benefits intended to place expatriate employees in a similar net tax position as a similarly compensated employee in the United States. Their equalization benefits are not reflected above, as estimated taxes plus prior years amendments resulted in a net negative value for 2018.

(c) Reflects amounts related to income tax preparation services, plus other services provided under Chevron s Financial Counseling Program, including life event, tax, investment and estate planning services.

(d) The Company maintains cars and drivers that the NEOs may use for business transportation and, in certain circumstances, for personal travel. NEOs may reimburse the Company s incremental costs for any personal travel. For security reasons, Mr Wirth is provided with access to the Company s cars, drivers, and security personnel for both business and personal use. The aggregate incremental cost for such personal use reflects the sum of (i) a percentage of the total variable operating costs (including fuel and incremental maintenance costs, if any) for each vehicle used for personal use, based on personal use miles divided by the total miles traveled per vehicle, and (ii) all amounts paid for driver overtime for personal use.

(e) Generally, executives are not allowed to use Company planes for personal use. For security reasons due to the nature of Chevron s business as a global integrated energy company, the Board mandates that Mr. Wirth fly on the corporate aircraft for all business and personal travel whenever it is feasible. In the first quarter of 2019, the Company s subsidiary, Chevron U.S.A. Inc. (CUSA), and Mr. Wirth entered into an Aircraft Time-Sharing Agreement that allows Mr. Wirth to reimburse CUSA for his personal use of corporate aircraft in appropriate circumstances within amounts permitted under FAA regulations. On a very limited basis, the CEO may authorize the personal use of a Company plane by other persons if, for example, it is in relation to and part of a trip that is otherwise business-related or it is in connection with a personal emergency. Aggregate incremental cost was determined by multiplying the operating hours attributable to personal use by the 2018 average hourly direct operating costs, plus actual crew and security cost (for overnight lodging, meals, transportation and other incremental costs), plus actual flight-specific incremental costs and fees, where applicable.

(f) For Mr. Wirth, reflects the design and installation of security related to his residences, which includes perimeter and physical security enhancements ($167,875), network security and monitoring costs ($116,083) and security consulting fees. Also includes incremental cost of security detail on the premises ($121,183). For Mr. Johnson. includes home security costs and enhancements related to network security and monitoring ($37,260), perimeter and physical security, and security consulting.

(g) Includes executive physical and/or related diagnostic procedures.

(h) Reflects the actual pro rata salary and benefits cost of providing administrative support services ($42,128) to Mr. Watson as a retired Chairman and the actual cost of legal services and filing fees provided to Mr. Watson post-retirement. As a retired Chairman, Mr. Watson is also provided an office at Chevron headquarters, for which there is no incremental cost to the Company.

(i) Generally, every two years, the Board travels to an international Chevron location of operation to gain additional insight into Chevron s operations in such location and to meet with local and expatriate Chevron management and personnel, as well as local, state and national officials. Officers spouses are invited to attend the international Board trip to learn about Chevron s operations, foster social interaction among the Directors and executives, attend receptions with local and expatriate Chevron employees and their families and with local government officials, tour Chevron facilities, and participate in community engagement and other goodwill activities on behalf of Chevron.

Reflects the actual aggregate incremental cost incurred in connection with the NEOs spouses attendance at the Board of Directors September 2018 trip to Argentina, including for commercial air travel, lodging, meals, tours and other activities. In addition, the amounts reflect costs incurred for all participants for certain excursions and events on the Argentina Board trip, including travel on corporate and charter aircraft to a non-company location. Except for use of corporate aircraft, which incremental cost was calculated in the manner described in footnote (e) above, the amounts presented reflect the actual aggregate incremental cost to Chevron.

(j) Reflects the value of gifts presented to Mr. Watson upon his retirement. Also includes aggregate incremental cost of commercial flights, meals, activities, ground transportation, and other amenities for an NEO s spouse s participation in corporate events. From time to time, the NEOs attend sporting or performing arts events for which Chevron is a corporate sponsor and for which the Company incurs no incremental cost.

(7) Effective February 1, 2018, Mr. Watson retired and Mr. Wirth became Chairman and CEO. As of the end of 2018, Mr. Wirth was also a Director of the Company. Employee Directors do not receive any additional compensation for their Board-related service.

Table of Contents

executive compensation

grants of plan-based awards in fiscal year 2018

The following table sets forth information concerning the grants of non-equity and equity incentive plan awards to our NEOs, in 2018. Non-equity incentive plan awards are made under our CIP, and equity incentive plan awards (performance shares, stock options, and restricted stock unit awards) are made under our LTIP. These awards are also described in our Compensation Discussion and Analysis in this Proxy Statement.

	Award type	Grant date	Estimated future payouts under non-equity incentive plan awards(1) Threshold ($)	Target ($)	Max ($)	Estimated future payouts under equity incentive plan awards(2) Threshold (#)	Target (#)	Max (#)	All other stock awards: number of shares of stock or units (#)(3)	All other option awards: number of securities underlying options (#)(4)	Exercise or base price of option awards ($/sh)(5)	d v a
th	CIP			$ 2,250,000	$ 4,500,000							
	Perf Shares	1/31/2018				10,570	52,850	105,700				$ 6
	Options	1/31/2018								182,100	$ 125.35	$ 3
	RSUs	1/31/2018							26,430			$ 3

on	CIP										
	Perf Shares	1/31/2018									
	Options	1/31/2018									
	RSUs	1/31/2018									
ngton	CIP		$ 1,252,900	$ 2,505,800							
	Perf Shares	1/31/2018			3,070	15,350	30,700				$ 1
	Options	1/31/2018							52,900	$ 125.35	$
	RSUs	1/31/2018						7,680			$
son	CIP		$ 1,359,600	$ 2,719,200							
	Perf Shares	1/31/2018			3,988	19,940	39,880				$ 2

	Options	1/31/2018							68,700	$ 125.35	$ 1
	RSUs	1/31/2018						9,970			$ 1
ea	CIP		$ 1,080,200	$ 2,160,400							
	Perf Shares	1/31/2018			3,070	15,350	30,700				$ 1
	Options	1/31/2018							52,900	$ 125.35	$
	RSUs	1/31/2018						7,680			$
er	CIP		$ 1,058,200	$ 2,116,400							
	Perf Shares	1/31/2018			3,070	15,350	30,700				$ 1
	Options	1/31/2018							52,900	$ 125.35	$
	RSUs	1/31/2018						7,680			$

(1) The CIP is an annual incentive plan that pays a cash award for performance and is paid in March following the performance year. See our Compensation Discussion and Analysis Components of Executive Compensation Annual Incentive Plan (Chevron Incentive Plan) for a detailed description of CIP awards, including the criteria for determining the amounts payable.

Target is a dollar value based on a percentage of an NEO s base salary set by the Management Compensation Committee. Actual 2018 performance-year CIP award results, which are approved in January 2019 and paid in March 2019, are reported in the Summary Compensation Table in the Non-Equity Incentive Plan Compensation column. Under the 2018 CIP, there is no threshold award. The maximum award is 200 percent of target for all CIP-eligible employees.

(2) Reflects performance shares granted under the LTIP. See our Compensation Discussion and Analysis Components of Executive Compensation Long-Term Incentive Plan for a detailed description of performance share awards, including the criteria for determining the cash amounts payable. Target is the number of performance shares awarded in 2018. If there is a payout, Threshold represents the lowest possible payout (20 percent of the grant) and Max reflects the highest possible payout (200 percent of the grant). The performance shares awarded in 2018 accrue dividend equivalents and are paid out in cash, and the cash payout, if any, will occur at the end of the three-year performance period (January 2018 through December 2020). Payout is calculated in the manner described in Footnote 2 to the Option Exercises and Stock Vested in Fiscal Year 2018 table in this Proxy Statement, except that the modifier for the 2018 grant depends on Chevron s TSR for the three-year performance period relative to the S&P 500 Total Return Index and the TSR for our peer group of major oil competitors which consists of BP, ExxonMobil, Royal Dutch Shell, and Total. As such, the modifiers for the 2018 grant range from 0 to 200 percent in increments of 40 percent.

(3) Reflects RSUs granted under the LTIP. See our Compensation Discussion and Analysis Components of Executive Compensation Long-Term Incentive Plan for a detailed description of RSU awards. These RSUs accrue dividend equivalents and are paid in cash upon vesting on January 31 following the fifth annual anniversary of the grant date. Total payout will be based on the Chevron common stock closing price on the vesting date multiplied by the number of vested RSUs.

(4) Reflects nonstatutory/nonqualified stock options granted under the LTIP. See our Compensation Discussion and Analysis Components of Executive Compensation Long-Term Incentive Plan for a description of stock option awards. Stock options have a 10-year term. One-third vests each January 31, starting with the January 31 that is at least one year following the grant date. The value of stock options realized upon exercise is determined by multiplying the number of stock options by the difference between the fair market value at the time of exercise and the exercise price of the stock options. Stock option awards do not accrue dividends or dividend equivalents.

(5) The exercise price is the closing price of Chevron common stock on the grant date.

(6) We calculate the grant date fair value of each award in accordance with ASC Topic 718 and as described in Footnotes 2 and 3 to the Summary Compensation Table in this Proxy Statement.

Table of Contents

executive compensation

outstanding equity awards at 2018 fiscal year-end

The following table sets forth information concerning the outstanding equity incentive awards at December 31, 2018, for each of our NEOs.

		Option awards				Stock awards			
Name[1]	Grant date of awards	Number of securities underlying unexercised options (#) exercisable	Number of securities underlying unexercised options (#) unexercisable[2]	Option exercise price ($)	Option expiration date	Number of shares or units of stock that have not vested (#)[3]	Market value of shares or units of stock that have not vested ($)[4]	Equity incentive plan awards: number of unearned shares, units, or other rights that have not vested (#)[5]	Equity incentive plan awards: market or payout value of unearned shares, units, or other rights that have not vested ($)[6]
M.K. Wirth	1/31/2018		182,100	$ 125.35	1/31/2028	27,446	$ 2,985,845	43,905	$ 4,776,448
	1/25/2017	26,933	53,867	$ 117.24	1/25/2027	10,885	$ 1,184,174	18,219	$ 1,982,048
	1/27/2016	159,933	79,967	$ 83.29	1/27/2026	18,300	$ 1,990,857		

	1/28/2015	164,600		$ 103.71	1/28/2025				
	1/29/2014	90,000		$ 116.00	1/29/2024				
	3/27/2013	3,000		$ 120.19	3/27/2023				
	1/30/2013	90,000		$ 116.45	1/30/2023				
	1/25/2012	105,000		$ 107.73	1/25/2022				
	1/26/2011	132,000		$ 94.64	1/26/2021				
	1/27/2010	135,000		$ 73.70	1/27/2020				
J.S. Watson	1/25/2017	250,000		$ 117.24	1/25/2027	33,675	$ 3,663,540	56,392	$ 6,134,867
	1/27/2016	964,800		$ 83.29	1/27/2026				
	1/28/2015	662,000		$ 103.71	1/28/2025				
	1/29/2014	344,000		$ 116.00	1/29/2024				

	1/30/2013	377,000		$ 116.45	1/30/2023				
	1/25/2012	420,000		$ 107.73	1/25/2022				
P.E. Yarrington	1/31/2018		52,900	$ 125.35	1/31/2028	7,975	$ 867,623	12,752	$ 1,387,294
	1/25/2017	20,733	41,467	$ 117.24	1/25/2027	8,370	$ 910,558	14,025	$ 1,525,736
	1/27/2016	159,933	79,967	$ 83.29	1/27/2026				
	1/28/2015	164,600		$ 103.71	1/28/2025				
	1/29/2014	90,000		$ 116.00	1/29/2024				
	1/30/2013	103,000		$ 116.45	1/30/2023				
	1/25/2012	105,000		$ 107.73	1/25/2022				
	1/26/2011	132,000		$ 94.64	1/26/2021				

J.W. Johnson	1/31/2018		68,700	$	125.35	1/31/2028	10,353	$	1,126,329	16,565	$	1,802,126
	1/25/2017	26,933	53,867	$	117.24	1/25/2027	10,885	$	1,184,174	18,219	$	1,982,048
	1/27/2016	207,800	103,900	$	83.29	1/27/2026						
	1/28/2015	164,600		$	103.71	1/28/2025						
	1/29/2014	90,000		$	116.00	1/29/2024						
	1/30/2013	77,500		$	116.45	1/30/2023						
	1/25/2012	78,000		$	107.73	1/25/2022						
	1/26/2011	38,000		$	94.64	1/26/2021						
	1/27/2010	14,250		$	73.70	1/27/2020						

Table of Contents

Name(1)	Grant date of awards	Option awards: Number of securities underlying unexercised options (#) exercisable	Option awards: Number of securities underlying unexercised options (#) unexercisable(2)	Option awards: Option exercise price ($)	Option awards: Option expiration date	Stock awards: Number of shares or units of stock that have not vested (#)(3)	Stock awards: Market value of shares or units of stock that have not vested ($)(4)	Stock awards: Equity incentive plan awards: number of unearned shares, units, or other rights that have not vested (#)(5)	Stock awards: Equity incentive plan awards: market or payout value of unearned shares, units, or other rights that have not vested ($)(6)
J.C. Geagea	1/31/2018		52,900	$ 125.35	1/31/2028	7,975	$ 867,623	12,752	$ 1,387,294
	1/25/2017	20,733	41,467	$ 117.24	1/25/2027	8,370	$ 910,558	14,025	$ 1,525,736
	1/27/2016	159,933	79,967	$ 83.29	1/27/2026				
	1/28/2015	164,600		$ 103.71	1/28/2025				
	1/29/2014	90,000		$ 116.00	1/29/2024				

	1/30/2013	54,000		$ 116.45	1/30/2023				
	1/25/2012	37,000		$ 107.73	1/25/2022				
	1/26/2011	38,000		$ 94.64	1/26/2021				
	1/27/2010	38,000		$ 73.70	1/27/2020				
P.R. Breber	1/31/2018		52,900	$ 125.35	1/31/2028	7,975	$ 867,623	12,752	$ 1,387,294
	1/25/2017	20,733	41,467	$ 117.24	1/25/2027	8,610	$ 936,730	14,025	$ 1,525,736
	1/27/2016	159,933	79,967	$ 83.29	1/27/2026				
	1/28/2015	86,300		$ 103.71	1/28/2025				
	1/29/2014	45,000		$ 116.00	1/29/2024				
	1/30/2013	37,000		$ 116.45	1/30/2023				

1/25/2012	37,000		$ 107.73	1/25/2022				
1/26/2011	28,000		$ 94.64	1/26/2021				

(1) Termination for reasons other than for misconduct may result in full or partial vesting of awards granted under the LTIP. Full or partial vesting depends upon the sum of an NEO s age plus his or her years of service. This policy is a reflection of our belief that the LTIP should be designed to encourage retention and support long-term employment. For a description of the effect of this policy on the outstanding LTIP awards of our NEOs, refer to the Potential Payments Upon Termination or Change-in-Control section of this Proxy Statement.

(2) Stock options have a 10-year term. 2016 and earlier grants vest at the rate of one-third per year, with vesting occurring on the first, second, and third annual anniversary of the grant date. For 2017 and later grants, one-third vests each January 31, starting with the January 31 that is at least one year following the grant date. Stock option awards do not accrue dividends or dividend equivalents.

(3) Represents unvested RSUs and dividend equivalents, rounded to whole units, that are paid out in cash at the end of the five-year vesting period. The January 27, 2016 grant to Mr. Wirth does not include dividend equivalents and vested on January 27, 2019.

(4) Market value is based upon number of RSUs that have not been vested or released, including, when applicable, dividend equivalents, multiplied by $108.79, the closing price of Chevron common stock on December 31, 2018.

(5) Represents performance shares and dividend equivalents, rounded to whole shares, that vest and are paid out in cash at the end of the applicable three-year performance period. The estimated shares for the 2018 grant is based upon an 80 percent performance modifier, and the estimated shares for the 2017 grant is based upon an 80 percent modifier.

(6) Represents the estimated cash payout value of performance shares based upon the number of performance shares, including dividend equivalents, multiplied by $108.79, the closing price of Chevron common stock on December 31, 2018. The estimated payout value for the 2018 grant is based upon an 80 percent performance modifier, and the estimated payout value for the 2017 grant is based on an 80 percent performance modifier. The estimated payout value may not necessarily reflect the final payout. The final payout will be calculated in the manner described in Footnote 2 to the Option Exercises and Stock Vested in Fiscal Year 2018 table in this Proxy Statement, except that the modifier for the 2017 and 2018 grants depends on Chevron s TSR for the three-year performance period relative to the S&P 500 Total Return Index and the TSR for our peer group of major oil competitors which consists of BP, ExxonMobil, Royal Dutch Shell, and Total. The modifiers for the 2017 and 2018 grants range from 0 to 200 percent in increments of 40 percent.

Table of Contents

executive compensation

option exercises and stock vested in fiscal year 2018

The following table sets forth information concerning the cash value realized by each of our NEOs upon exercise of stock options; vesting of performance share and restricted stock unit awards in 2018; and withholding of portions of unvested restricted stock unit awards to pay taxes.

	Options			Stock awards		
Name	Number of shares acquired on exercise (#)		Value realized on exercise ($)(1)	Number of shares acquired on vesting (#)(2)		Value realized on vesting ($)(2)
M.K. Wirth	130,000	$	7,579,000	28,932	$	3,521,644
J.S. Watson	962,000	$	42,359,624	56,770	$	6,354,481
P.E. Yarrington	135,000	$	7,600,500	14,115	$	1,579,970
J.W. Johnson	42,750	$	2,169,868	33,057	$	3,983,314
J.C. Geagea	36,000	$	2,135,343	14,115	$	1,579,970
P.R. Breber	25,000	$	894,303	21,575	$	2,563,081

(1) Value realized upon exercise was determined by multiplying the number of stock options exercised by the difference between the weighted average fair market value of Chevron common stock on the exercise date and the exercise price of the stock options.

Name	Shares acquired on exercise	Grant date		Exercise price	Exercise date		Weighted average fair market value on exercise date		Value realized on exercise
M.K. Wirth	130,000	3/25/2009	$	69.70	5/07/2018	$	128.0000	$	7,579,000
J.S. Watson	112,000	3/26/2008	$	84.96	2/12/2018	$	115.1502	$	3,381,302
J.S. Watson	39,766	3/25/2009	$	69.70	4/24/2018	$	125.0036	$	2,199,203
J.S. Watson	130,234	3/25/2009	$	69.70	4/27/2018	$	125.2381	$	7,232,949
J.S. Watson	340,000	1/27/2010	$	73.70	4/27/2018	$	125.2381	$	17,522,954
J.S. Watson	340,000	1/26/2011	$	94.64	5/09/2018	$	130.0024	$	12,023,216
P.E. Yarrington	135,000	1/27/2010	$	73.70	5/11/2018	$	130.0000	$	7,600,500

J.W. Johnson	9,500	3/25/2009	$	69.70	5/22/2018	$	129.4429	$	567,558
J.W. Johnson	4,750	1/27/2010	$	73.70	6/14/2018	$	126.9614	$	252,992
J.W. Johnson	4,750	1/27/2010	$	73.70	7/12/2018	$	124.2012	$	239,881
J.W. Johnson	4,750	1/27/2010	$	73.70	9/13/2018	$	115.9981	$	200,916
J.W. Johnson	4,750	1/27/2010	$	73.70	10/11/2018	$	119.9742	$	219,802
J.W. Johnson	9,500	3/25/2009	$	69.70	11/29/2018	$	118.5892	$	464,447
J.W. Johnson	4,750	1/27/2010	$	73.70	12/03/2018	$	120.9152	$	224,272
J.C. Geagea	12,000	3/25/2009	$	69.70	5/07/2018	$	128.0444	$	700,133
J.C. Geagea	12,000	3/25/2009	$	69.70	5/09/2018	$	129.0003	$	711,604
J.C. Geagea	12,000	3/25/2009	$	69.70	5/11/2018	$	130.0005	$	723,606
P.R. Breber	25,000	1/26/2011	$	94.64	5/14/2018	$	130.4121	$	894,303

(2) Value the cash value of vested performance shares granted in 2016 for the performance period January 2016 through December 2018, paid in February 2019. Also includes the cash value of vested restricted stock units and the cash value of restricted stock units withheld to pay taxes on unvested restricted stock units no longer subject to substantial risk of forfeiture. Each of these is described further below.

performance shares

We calculate the cash value of performance share payouts as follows:

First, we calculate our TSR and the TSR of our LTIP Performance Share Peer Group (BP, ExxonMobil, Royal Dutch Shell, and Total) for the three-year performance period. We calculate TSR for the three-year performance period as follows:

$$\text{TSR} = \frac{\text{(20-day average ending share price ( ) 20-day average beginning share price (+) reinvested dividend value)}}{\text{20-day average beginning share price}}$$

Ending refers to the last 20 trading days of the performance period. Beginning refers to the last 20 trading days prior to the start of the performance period. In each instance, we use closing prices to calculate the 20-day average.

The results are expressed as an annualized average compound rate of return.

Second, we rank our TSR against the TSR of our LTIP Performance Share Peer Group to determine the performance modifier applicable to the awards. Our rank then determines what the performance modifier will be (applicable to 2016 performance shares), as follows:

Our rank	1st	2nd	3rd	4th	5th
Performance modifier	200%	150%	100%	50%	0%

For example, if we rank first in TSR as compared with our LTIP Performance Share Peer Group, then the performance modifier would be 200 percent. Under the rules of the LTIP, in the event our measured TSR is less than 1 percentage point of the nearest competitor(s), the results will be considered a tie, and the performance modifier will be the average of the tied ranks. For example, if Chevron ranks fifth in TSR and ties with the TSR of the company that ranks fourth, it will result in a modifier of 25 percent (the average of 50 percent and 0 percent).

Third, we determine the cash value and payout of the performance share award, as follows:

f performance s granted	x	Performance modifier	x	20-day trailing average price of Chevron common stock at the end of the performance period	=	Cash value/payout

For awards of performance shares made in 2016, the three-year performance period ended December 2018. Chevron was tied for third and fourth place, resulting in a performance modifier for the period of 75 percent. Accordingly, the cash value of the 2016 grant was calculated as follows:

Name	Shares granted	x	Modifier	=	Shares acquired on vesting	x	20-Day trailing average price	=	Cash value/payout
M.K. Wirth	18,300		75%		13,725		$ 111.92		$ 1,536,102
J.S. Watson	73,600		75%		55,200		$ 111.92		$ 6,177,984
P.E. Yarrington	18,300		75%		13,725		$ 111.92		$ 1,536,102
J.W. Johnson	23,800		75%		17,850		$ 111.92		$ 1,997,772
J.C. Geagea	18,300		75%		13,725		$ 111.92		$ 1,536,102
P.R. Breber	18,300		75%		13,725		$ 111.92		$ 1,536,102

Ms. Yarrington elected to defer 1 percent of her 2016 performance share grant to the DCP, or $15,361. Provisions of the DCP and Ms. Yarrington s distribution election are described in the footnotes to the Nonqualified Deferred Compensation Table in this Proxy Statement.

restricted stock units

Vested RSUs are valued by multiplying the number of units vested by the closing price of Chevron common stock on the vesting date, or, if the New York Stock Exchange (NYSE) is not open on the vesting date, by the closing price on the last date prior to the vesting date that the NYSE is open. The following supplemental RSUs vested and were paid in cash in 2018.

Name	Shares acquired on vesting	Grant date	Vest date	Price used to value shares[(a)]	Value realized on vesting
M.K. Wirth	14,700	1/28/2015	1/28/2018	$ 131.19	$ 1,928,493
J.W. Johnson	14,700	1/28/2015	1/28/2018	$ 131.19	$ 1,928,493
P.R. Breber	7,700	1/28/2015	1/28/2018	$ 131.19	$ 1,010,163

RSUs became part of the standard LTIP mix in 2017. These RSUs are subject to certain tax liabilities prior to vesting, when a substantial risk of forfeiture no longer exists. Generally, this event occurs when grant recipients reach age or age and service milestones. In December 2018, Chevron withheld the following restricted stock units from the 2017 RSU grants to pay taxes. The cash value of shares withheld includes the value of fractional shares withheld.

Name	Shares withheld	Grant date	Valuation date	Price used to value shares[(a)]	Cash value of shares withheld
M.K. Wirth	507	1/25/2017	12/17/2018	$ 112.45	$ 57,049
J.S. Watson	1,570	1/25/2017	12/17/2018	$ 112.45	$ 176,497
P.E. Yarrington	390	1/25/2017	12/17/2018	$ 112.45	$ 43,868
J.W. Johnson	507	1/25/2017	12/17/2018	$ 112.45	$ 57,049
J.C. Geagea	390	1/25/2017	12/17/2018	$ 112.45	$ 43,868
P.R. Breber	150	1/25/2017	12/17/2018	$ 112.45	$ 16,816

(a) Closing price of Chevron common stock on the NYSE on the valuation date.

Table of Contents

executive compensation

pension benefits table

The following table sets forth information concerning the present value of benefits accumulated by our NEOs, under our defined benefit retirement plans, or pension plans.

Name	Plan name	Number of years credited service(1)	Present value of accumulated benefit(2)	Payments during last fiscal year(3)
M.K. Wirth	Chevron Retirement Plan	33	$ 1,741,803	
	Chevron Retirement Restoration Plan		$ 16,215,117	
J.S. Watson	Chevron Retirement Plan	36		$ 2,213,441
	Chevron Retirement Restoration Plan		$ 44,993,336	$ 2,021,612
P.E. Yarrington	Chevron Retirement Plan	37	$ 2,061,987	
	Chevron Retirement Restoration Plan		$ 17,383,369	
J.W. Johnson	Chevron Retirement Plan	35	$ 2,040,062	
	Chevron Retirement Restoration Plan		$ 16,443,887	
J.C. Geagea	Chevron Retirement Plan	34	$ 1,908,250	
	Chevron Retirement Restoration Plan		$ 12,672,487	
P.R. Breber	Chevron Retirement Plan	29	$ 1,287,569	
	Chevron Retirement Restoration Plan		$ 7,785,840	

(1) Credited service is computed as of the same pension plan measurement date used for financial statement reporting purposes with respect to Chevron s audited 2018 financial statements and is generally the period that an employee is a participant in the plan for which he or she is an eligible employee and receives pay from a participating company. Credited service does not include service prior to July 1, 1986, if employees were under age 25. Our NEOs have such pre July 1, 1986, age 25 service. Their actual years of service are as follows: Mr. Wirth, 36 years; Mr. Watson, 37 years; Ms. Yarrington, 38 years; Mr. Johnson, 38 years and Mr. Geagea, 37 years.

(2) Reflects the actuarial present value of the accumulated benefit as of December 31, 2018, computed as of the same pension plan measurement date used for financial statement reporting purposes with respect to Chevron s audited 2018 financial statements. A present value of the benefit is determined at the earliest age when participants may retire without any benefit reduction due to age (age 60, or current age if older, for the NEOs), using service and compensation as of December 31, 2018. This present value is then discounted with interest to the date used for financial reporting purposes. Except for the assumption that the retirement age is the earliest retirement without a benefit reduction due to age, the assumptions used to compute the present value of accumulated benefits are the assumptions described in Note 22, Employee Benefit Plans, to the Consolidated Financial Statements contained in our Annual Report on Form 10-K for the year ended December 31, 2018. These assumptions include the discount rate of 4.2 percent as of December 31, 2018. This rate reflects the rate at which benefits could be effectively

settled and is equal to the equivalent single rate resulting from yield curve analysis as described in Note 22. The present values reflect the lump sum forms of payment based on the lump sum interest rate assumptions used for financial reporting purposes on December 31, 2018, which are representative of the Pension Protection Act of 2006 lump sum interest rates.

See Footnote 5 to the Summary Compensation Table in this Proxy Statement for a description of the factors related to the change in the present value of the pension benefit.

The present value of Mr. Watson s accumulated Chevron Retirement Restoration Plan benefit reflects the lump sum value as of February 1, 2018, plus interest accrued through December 31, 2018, less the distribution made for payment of taxes.

(3) Mr. Watson elected a lump sum payment of the Chevron Retirement Plan benefit following his February 2018 retirement. In addition, a portion of his Chevron Retirement Restoration Plan benefit was distributed for payment of taxes.

Our NEOs are eligible for a pension after retirement and participate in both the Chevron Retirement Plan (CRP) (a defined-benefit pension plan that is intended to be tax-qualified under Internal Revenue Code section 401(a)) and the Chevron Retirement Restoration Plan (RRP) (an unfunded, nonqualified defined-benefit pension plan). The RRP is designed to provide benefits comparable with those provided by the CRP, but that cannot be paid from the CRP because of Internal Revenue Code limitations on benefits and earnings.

For employees hired prior to January 1, 2008, including all of our NEOs, the age 65 retirement benefits are calculated as a single life annuity equal to 1.6 percent of the participant s highest average earnings multiplied by years of credited service, minus an offset for Social Security benefits. For this purpose, highest average earnings are the average of the highest base salary and CIP awards over 36 consecutive months. On December 31, 2018, the applicable annualized averages were: Mr. Wirth, $2,603,361; Mr. Watson, $5,338,667; Ms. Yarrington, $2,374,900; Mr. Johnson, $2,283,450; Mr. Geagea, $1,931,484; and Mr. Breber, $1,797,450.

The CRP benefit reflects the earnings limitation imposed by the Internal Revenue Code for qualified plans. On December 31, 2018, the applicable annualized earnings, after reflecting the average of the last three-year Internal Revenue Code Compensation limitations, was $270,000.

The RRP benefit reflects the difference between the total retirement benefit and the benefit provided under the CRP. The age 65 retirement benefits for employees hired prior to January 1, 2008, are reduced by early retirement discount factors of 0 percent per year above age 60 and 5 percent per year from age 60 to age 50 and are actuarially reduced below age 50 as prescribed by the plans.

A participant is eligible for an early retirement benefit if he or she is vested on the date employment ends. Generally, a participant is vested after completing five years of service. All NEOs are eligible for an early retirement benefit, calculated as described above.

Despite the calculations above, all retirees may elect to have their benefits paid in the form of a single life annuity or lump sum. Joint and survivor annuity, life and term-certain annuity, and uniform income annuity options are also available under the CRP.

The equivalent of optional forms of annuity payment are calculated by multiplying the early retirement benefit by actuarial factors, based on age, in effect on the benefit calculation date. The Internal Revenue Code applicable interest rate and applicable mortality table are used for converting from one form of benefit to an actuarially equivalent optional form of benefit. Employees can elect to have their CRP benefit commence prior to normal retirement age, which is age 65, but no earlier than when employment ends. CRP participants do not make distribution elections until separation from service.

The RRP may be paid as early as the first quarter that is at least one year following separation from service. Retirees may elect to receive the RRP lump sum equivalent in a single payment or in up to 10 annual installments.

Our NEOs made the following RRP distribution elections:

Name	Number of annual installments elected	Time of first payment
M.K. Wirth	1	First quarter that is at least one year following separation from service
J.S. Watson	1	First January that is at least one year following separation from service
P.E. Yarrington	1	First quarter that is at least one year following separation from service
J.W. Johnson	4	First quarter that is at least one year following separation from service
J.C. Geagea	1	First quarter that is at least one year following separation from service
P.R. Breber	5	First January that is at least one year following separation from service

nonqualified deferred compensation table

In this section, we set forth information concerning the value of each NEO s compensation that is deferred pursuant to our DCP and our ESIP-RP.

DCP

The DCP is an unfunded and nonqualified defined contribution plan that permits NEOs to defer up to 90 percent of CIP awards, up to 90 percent of LTIP performance share awards, and up to 40 percent of salary. The DCP is intended to qualify as an unfunded pension plan maintained by an employer for a select group of management or highly compensated employees within the meaning of the Employee Retirement Income and Security Act.

Table of Contents

executive compensation

DCP deferrals accrue earnings, including dividend equivalents and common stock price appreciation or depreciation, based upon an NEO s selection of investments from 18 different funds that are designated by the Management Compensation Committee of the Board of Directors and that are also available in the Employee Savings Investment Plan, Chevron s tax-qualified defined contribution plan open to employees on the U.S. payroll. DCP funds and their annual rates of return, as of December 31, 2018, were:

Chevron Common Stock Fund	(9.78%)
American Funds EuroPacific Growth Fund Class R-6	(14.91%)
Dodge & Cox Income Separate Account	(0.17%)
State Street U.S. Inflation Protected Bond Index Non-Lending Series Fund; Class C	(1.32%)
Vanguard Balanced Index Fund Institutional Shares	(2.82%)
Vanguard Developed Markets Index Fund Institutional Plus Shares	(14.45%)
Vanguard Emerging Markets Stock Index Fund Institutional Shares	(14.54%)
Vanguard Federal Money Market Fund	1.78%
Vanguard Institutional 500 Index Trust	(4.40%)
Vanguard Institutional Extended Market Index Trust	(9.32%)
Vanguard Institutional Total Bond Market Index Trust	0.01%
Vanguard Institutional Total Stock Market Index Trust	(5.14%)
Vanguard PRIMECAP Fund Admiral Shares	(1.94%)
Vanguard Real Estate Investment Trust (REIT) Index Fund Institutional Shares	(5.93%)
Vanguard Short-Term Bond Index Fund Institutional Plus	1.38%
Vanguard Small-Cap Index Fund Institutional Plus Shares	(9.30%)
Vanguard Total World Stock Index Fund Institutional Shares	(9.66%)
Vanguard Windsor II Fund Admiral Shares	(8.53%)

NEOs may transfer into and out of funds daily. NEOs and other insiders may only transact in the Chevron Common Stock Fund during a 20-business day period that begins on the first business day that is at least 24 hours after the public release of quarterly and annual earnings (an Insider Trading Window). Deferrals for NEOs and other insiders who elect that their deferrals be tracked with reference to Chevron common stock are, upon deferral, tracked with reference to the Vanguard Treasury Money Market Fund. At the close of the Insider Trading Window, the balance of the Vanguard Treasury Money Market Fund is transferred to the Chevron Common Stock Fund. The 2018 annual rate of return for the Vanguard Treasury Money Market Fund was 1.80 percent.

Payments of DCP deferrals are made after the end of employment in up to 10 annual installments. Amounts tracked in Chevron common stock are paid in common stock, and all other amounts are paid in cash. Participants may elect payment to commence as early as the first quarter that is at least 12 months following separation from service. The DCP was amended for post-2004 deferrals in accordance with Section 409A of the Internal Revenue Code. As a result, NEOs may make different elections for pre-2005 and post-2004 deferrals. If a plan participant engages in misconduct (as defined in the DCP), DCP balances related to awards made under the LTIP or the CIP on or after June 29, 2005, may be forfeited.

Table of Contents

executive compensation

ESIP-RP

The ESIP-RP is a nonqualified defined contribution restoration plan that provides for the Company contribution that would have been paid into the ESIP but for the fact that the NEO s base salary exceeded the annual compensation limit under Internal Revenue Code 401(a)(17) ($275,000 in 2018). A minimum 2 percent deferral of base pay over the tax code s annual compensation limit is required in order to receive a Company contribution in the ESIP-RP. Contributions are tracked in phantom Chevron common stock units. Participants receive phantom dividends on these units, based on the dividend rate as is earned on Chevron common stock. Plan balances may be forfeited if a participant engages in misconduct (as defined in the ESIP-RP). Accounts are paid out in cash, commencing as early as the first quarter that is at least 12 months following separation from service, in up to 10 annual installments.

Name[1]	Executive contributions in the last fiscal year[2]	Registrant contributions in the last fiscal year[3]	Aggregate earnings in the last fiscal year[4]	Aggregate withdrawals/ distributions[5]	Aggregate balance at last fiscal year-end[6]
M.K. Wirth	$ 23,875	$ 95,500	$ (574,583)		$ 15,008,675
J.S. Watson	$ 23,294	$ 1,864	$ (873,948)		$ 15,855,815
P.E. Yarrington	$ 56,513	$ 68,677	$ (2,022,424)		$ 34,422,099
J.W. Johnson	$ 16,968	$ 67,870	$ (281,765)		$ 2,583,625
J.C. Geagea	$ 14,082	$ 56,327	$ (55,284)		$ 606,093
P.R. Breber	$ 1,264,379	$ 53,910	$ (548,634)		$ 5,667,433

(1) Below are the payment elections made by each of the NEOs with respect to their DCP and ESIP-RP plan balances. If deferral years are not noted, elections apply to both pre-2005 and post-2004 balances.

Name	Plan	Number of annual installments elected	Time of first payment
M.K. Wirth	DCP	1	First quarter that is at least one year following separation from service
	ESIP-RP	1	First quarter that is at least one year following separation from service
	DCP post-2004	1	

J.S. Watson

			First January that is at least one year following separation from service
	DCP pre-2005	10	First quarter that is at least one year following separation from service
	ESIP-RP post-2004	1	First January that is at least one year following separation from service
	ESIP-RP pre-2005	10	First quarter that is at least one year following separation from service
P.E. Yarrington	DCP	1	First quarter that is at least one year following separation from service
	ESIP-RP	1	First quarter that is at least one year following separation from service
J.W. Johnson	DCP	1	First quarter that is at least one year following separation from service
	ESIP-RP	1	First quarter that is at least one year following separation from service
J.C. Geagea	DCP	1	First quarter that is at least one year following separation from service
	ESIP-RP	1	First quarter that is at least one year following separation from service
P.R. Breber	DCP	5	First January that is at least one year following separation from service
	ESIP-RP	5	First January that is at least one year following separation from service

(2) Reflects 2018 DCP deferrals of salary, any 2017 performance-year CIP, and LTIP performance shares for the 2015 2017 performance period. Salary deferrals are also included in the Salary column that is reported in the Summary Compensation Table in this Proxy Statement and are quantified as Total Salary Deferred Under the DCP in Footnote 1 to that table. For Ms. Yarrington, the CIP deferred in 2018 was reported in Footnote 4 to the Summary Compensation Table and the value of deferred LTIP performance shares was reported in Footnote 2 to the Option Exercises and Stock Vested in Fiscal Year 2017 table in our 2018 Proxy Statement.

Name	2018 Salary deferrals	2018 CIP deferrals	2018 LTIP deferrals
M.K. Wirth	$ 23,875		
J.S. Watson	$ 23,294		
P.E. Yarrington	$ 17,169	$ 17,002	$ 22,342
J.W. Johnson	$ 16,968		
J.C. Geagea	$ 14,082		
P.R. Breber	$ 13,478	$ 665,750	$ 585,151

executive compensation

(3) Represents ESIP-RP contributions by the Company for 2018. These amounts are also reflected in the All Other Compensation column in the Summary Compensation Table in this Proxy Statement.

(4) Represents the difference between DCP and ESIP-RP balances at December 31, 2018, and December 31, 2017, less CIP, LTIP, and salary deferrals in the DCP and Company contributions in the ESIP-RP. For this purpose, earnings includes dividend equivalents, common stock price appreciation (or depreciation), and other similar items. 2018 earnings in the DCP and ESIP-RP were as follows:

Name	DCP earnings	ESIP-RP earnings
M.K. Wirth	$ (456,891)	$ (117,692)
J.S. Watson	$ (611,851)	$ (262,097)
P.E. Yarrington	$ (1,900,196)	$ (122,228)
J.W. Johnson	$ (219,057)	$ (62,708)
J.C. Geagea	$ (3,846)	$ (51,438)
P.R. Breber	$ (506,620)	$ (42,014)

(5) In-service withdrawals are not permitted from the DCP or the ESIP-RP.

(6) Represents DCP and ESIP-RP balances as of December 31, 2018, as follows:

Name	DCP balance	ESIP-RP balance
M.K. Wirth	$ 13,902,394	$ 1,106,281
J.S. Watson	$ 13,432,313	$ 2,423,502
P.E. Yarrington	$ 33,281,439	$ 1,140,660
J.W. Johnson	$ 1,993,720	$ 589,905
J.C. Geagea	$ 123,598	$ 482,495
P.R. Breber	$ 5,272,719	$ 394,714

These balances include amounts reported in this Proxy Statement and in prior Proxy Statements for: (i) NEO deferrals of salary reported as Salary Deferred in the footnotes to the Summary Compensation Table ; (ii) Chevron s ESIP-RP (and predecessor plans) contributions reported as All Other Compensation in the Summary Compensation Table ; (iii) NEO deferrals of CIP awards reported in footnotes to the Summary Compensation Table and the Nonqualified Deferred Compensation Table ; and (iv) NEO deferrals of LTIP performance share awards reported in footnotes to the Option Exercises and Stock Vested in Fiscal Year 2018 table and the Nonqualified Deferred Compensation Table, as follows:

Name	Salary deferral amounts previously reported	ESIP-RP amounts previously reported	CIP amounts previously reported	LTIP amounts previously reported
M.K. Wirth	$ 149,323	$ 597,295	$ 3,457,080	$ 6,147,430
J.S. Watson	$ 1,712,182	$ 1,275,603	$ 2,711,600	
P.E. Yarrington	$ 1,039,871	$ 563,832	$ 5,818,257	$ 10,877,233
J.W. Johnson	$ 61,424	$ 245,696	$ 951,390	
J.C. Geagea	$ 40,666	$ 162,662		
P.R. Breber	$ 13,478	$ 53,910		

Deferrals of the 2018 CIP awards and the LTIP performance shares for the 2016-2018 performance period are not reflected in the DCP balance at December 31, 2018, as they were not deferred until the underlying awards were settled in 2019. They were reported in footnotes to the Summary Compensation Table and the Option Exercises and Stock Vested in Fiscal Year 2018 table in this Proxy Statement, as follows:

Name	CIP amounts previously reported and credited to the DCP in 2019	LTIP amounts previously reported and credited to the DCP in 2019
M.K. Wirth		
J.S. Watson		
P.E. Yarrington	$ 20,172	$ 15,361
J.W. Johnson		