

**CHEVRON CORPORATION  
BOARD NOMINATING AND GOVERNANCE COMMITTEE  
CHARTER**

**PURPOSE**

The purpose of the Board Nominating and Governance Committee (the “Committee”) of the Board of Directors of Chevron Corporation (the “Corporation”) is:

1. To engage in succession planning for the Board of Directors, assist the Board of Directors in defining and assessing qualifications for Board of Director membership, and identify qualified individuals consistent with qualifications approved by the Board of Directors;
2. To assist the Board of Directors in organizing itself to discharge its duties and responsibilities properly and effectively;
3. To assist the Board of Directors in devoting appropriate attention and effective response to stockholder concerns regarding corporate governance;
4. To assist the Board of Directors in fulfilling its oversight responsibility for the Corporation’s broad enterprise risk management program by periodically assessing and responding as appropriate to risks that may arise in connection with the Corporation’s governance structures and processes; and
5. To perform such other duties and responsibilities enumerated in and consistent with this Charter.

**MEMBERSHIP AND PROCEDURES**

**Membership and Appointment**

The Committee shall comprise such number of members of the Board of Directors, as shall be determined from time to time by the Board of Directors based on recommendations from the Committee, if any.

The members of the Committee shall be appointed by the Board of Directors upon the recommendation of the Committee.

**Removal**

The entire Committee or any individual Committee member may be removed from office without cause by the affirmative vote of a majority of the Board of Directors. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board of Directors, the Corporate Secretary or the Board of Directors (unless the notice specifies a later time for the effectiveness of such resignation). If the resignation of a Committee member is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

## **Chairperson**

A chairperson of the Committee (the “Chairperson”) may be designated by the Board of Directors based upon recommendations by the Committee, if any. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda for meetings and shall have unlimited access to management and information. Such Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee. The Chairperson shall preside over any executive sessions of non- management Directors.

## **Meetings**

The Committee shall meet as often as may be deemed necessary or appropriate, in the judgment of the Chairperson, either in person or teleconference or videoconference, and at such times and places as the Chairperson determines. The Committee shall meet in executive session without the presence of management of the Corporation, as appropriate. The Committee shall report regularly to the full Board of Directors with respect to its activities.

## **Secretary**

The Committee shall appoint a Secretary whose duties and responsibilities shall be to keep full and complete records of the proceedings of the Committee and perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a Director.

## **Independence**

Each member shall meet the New York Stock Exchange standards of independence for Directors, as determined by the Board of Directors.

## **Delegation**

The Committee may, by resolution passed by a majority of the Committee, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law or listing standard, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board of Directors when required.

## **Authority to Retain Advisers**

In the course of its duties, the Committee shall have sole authority, at the Corporation’s expense, to retain and terminate search firms or such other advisers as it deems necessary, including the sole authority to approve the fees and other retention terms of any such advisers.

## **Evaluation; Charter Review**

The Committee shall undertake an annual evaluation assessing its performance, which evaluation shall be reported to the Board of Directors. The Committee shall periodically evaluate the adequacy of this Charter and recommend changes for approval by the Board of Directors.

In addition, the Committee shall lead the Board of Directors in an annual self-evaluation process, including a review of the self-evaluation process of each Board committee, and report its conclusions and any further recommendations to the Board of Directors.

## **DUTIES AND RESPONSIBILITIES**

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight functions. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law or listing standard.

1. Board of Directors and Board Committee Composition
  - a) The Committee shall engage in succession planning for the Board of Directors and key leadership roles on the Board of Directors and its Committees.
  - b) Annually, the Committee shall assess the size and composition of the Board of Directors to evaluate the skills and experience that are currently represented on the Board of Directors as a whole and in individual Directors, as well as the skills and experience that the Board of Directors may find valuable in the future, in light of the current and anticipated strategic plans and operating requirements of the Corporation and the long-term interests of stockholders, as identified in the Corporate Governance Guidelines.
  - c) The Committee shall develop and recommend to the Board of Directors for approval membership qualifications for the Board of Directors and all Board committees, including defining specific criteria for Director independence and committee membership.
  - d) The Committee shall monitor compliance with Board of Director and Board committee membership criteria.
  - e) Annually, the Committee shall review and recommend Directors for continued service as required based on evolving needs of the Corporation and an assessment of the skills, experience, contributions, independence, and other qualities of incumbent Directors.
  - f) The Committee shall coordinate and assist management and the Board of Directors in recruiting new members to the Board of Directors.
  - g) The Committee shall evaluate suggestions for candidates for membership on the Board of Directors and shall recommend prospective Directors, as required, to provide an appropriate balance of knowledge, experience and capability on the Board of Directors, including stockholder nominations for the Board of Directors.

- h) The Committee shall recommend to the Board the Corporation's candidates for election or reelection to the Board at each annual stockholders' meeting.
  - i) The Committee shall recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
  - j) The Committee shall review any director candidate nominated for election pursuant to the proxy access or advance notice provisions of the By-Laws as well as the related supporting materials to determine compliance with the requirements of such provisions and make recommendations to the Board on the qualifications of the candidate.
2. The Committee shall review the Board's leadership structure annually and in planning for a leadership transition, and recommend changes to the Board of Directors as appropriate, and shall annually make a recommendation to the independent Directors regarding the appointment of the Lead Director.
  3. The Committee shall periodically evaluate and make recommendations regarding the form and amount of Director compensation.
  4. The Committee shall assess periodically stock ownership guidelines for Directors and the Directors' ownership relative to these guidelines, and make recommendations as appropriate.
  5. The Committee shall identify best practices, and develop and recommend corporate governance principles applicable to the Corporation, and review the Corporate Governance Guidelines at least annually and recommend changes to the Board of Directors as appropriate.
  6. The Committee shall review proposed changes to the Corporation's charter or by-laws, or Board committee charters, and make recommendations to the Board of Directors.
  7. The Committee shall assess periodically and recommend Board of Directors' action with respect to stockholder rights plans or other stockholder protections.
  8. The Committee shall evaluate, in conjunction with the Management Compensation Committee, the chief executive officer's performance.
  9. The Committee shall recommend Board Committee assignments and appointment of Committee Chairpersons to the Board of Directors.
  10. The Committee shall recommend any appointment of corporate officers to the Board of Directors.
  11. The Committee shall review and approve any employee Director standing for election for outside for-profit boards of directors.
  12. The Committee shall review governance-related stockholder proposals and recommend Board of Directors response.

13. The Committee shall adopt and maintain guidelines for the review, approval or ratification, and disclosure of “related person transactions”, as defined by Securities and Exchange Commission rules, and review related person transactions.
14. The Committee shall assist the Board of Directors in fulfilling its oversight responsibility for the Corporation’s broad enterprise risk management program by: (a) periodically assessing and responding as appropriate to risks that may arise in connection with the Corporation’s governance structures and processes, (b) assessing, annually, the Corporation’s governance practices and processes, and (c) receiving, periodically, reports from the Corporate Secretary and Chief Governance Officer and other persons concerning governance developments and trends.
15. The Committee shall, in conjunction with the Public Policy and Sustainability Committee, oversee the Corporation’s stockholder engagement program and make recommendations to the Board of Directors regarding its involvement in stockholder engagement.
16. The Committee shall oversee the orientation process for new Directors and ongoing education for Directors.
17. Annually, the Committee shall assess whether the work of any compensation consultant involved in determining or recommending Director compensation has raised any conflict of interest that is required to be disclosed in the Corporation’s proxy statement relating to the annual meeting of stockholders and the Annual Report on Form 10-K.
18. The Chairperson of the Committee shall receive interested-party communications directed to non-management Directors.

#### **AMENDMENT**

This Charter and any provision contained herein may be amended or repealed by the Board of Directors.

APPROVED: Board of Directors  
DATE: September 27, 2023