

January 18, 2021

**VIA E-MAIL**

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

Re: *Chevron Corporation*  
*Stockholder Proposal of Andrew Behar*  
*Securities Exchange Act of 1934—Rule 14a-8*

Ladies and Gentlemen:

This letter is to inform you that our client, Chevron Corporation (the “Company”), intends to omit from its proxy statement and form of proxy for its 2021 Annual Meeting of Stockholders (collectively, the “2021 Proxy Materials”) a stockholder proposal, including statements in support thereof (the “Proposal”), submitted by As You Sow on behalf of Andrew Behar (the “Proponent”).

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the “Commission”) no later than eighty (80) calendar days before the Company intends to file its definitive 2021 Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that stockholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the “Staff”). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

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## THE PROPOSAL

The Proposal states:

RESOLVED: Shareholders request that Chevron's Board of Directors issue an audited report to shareholders on whether and how a significant reduction in fossil fuel demand, envisioned in the IEA Net Zero 2050 scenario, would affect its financial position and underlying assumptions. The Board should summarize its findings to shareholders by January 31, 2022, and the report should be completed at reasonable cost and omitting proprietary information.

A copy of the Proposal, as well as related correspondence with the Proponent, is attached to this letter as Exhibit A.

## BASES FOR EXCLUSION

For the reasons discussed below, we believe that the Proposal may be excluded from the 2021 Proxy Materials pursuant to:

- Rule 14a-8(i)(3) because the Proposal is materially false and misleading in violation of Rule 14a-9; and
- Rule 14a-8(i)(10) upon confirmation that the Company has published on the Company's website the requested "report to shareholders on whether and how a significant reduction in fossil fuel demand, envisioned in the IEA Net Zero 2050 scenario, would affect its financial position and underlying assumptions" (the "Report").

Alternatively, if the Staff does not concur that the Proposal may be excluded pursuant to the other bases presented in this letter, we believe that the Proposal also may be excluded pursuant to Rule 14a-8(i)(11) because (1) the Proposal substantially duplicates two different stockholder proposals (from Follow This and from Benta B.V.) received by the Company before the Proposal (the "Follow This Proposal" and the "Benta Proposal"), (2) if the Staff does not concur with the exclusion of the Follow This Proposal pursuant to a separate no-action request, the Company expects to include the Follow This Proposal in the 2021 Proxy Materials, and (3) if the Staff does not concur with the exclusion of the Benta Proposal pursuant to a separate no-action request, the Company expects to include the Benta Proposal in the 2021 Proxy Materials.

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## ANALYSIS

### **I. The Proposal May Be Excluded Under Rule 14a-8(i)(3) Because It Is Materially False And Misleading In Violation Of Rule 14a-9.**

Under Rule 14a-8(i)(3), companies may exclude a stockholder proposal if the proposal or supporting statement is contrary to any of the Commission's proxy rules or regulations, including Rule 14a-9, which prohibits materially false or misleading statements in proxy soliciting materials. Specifically, Rule 14a-9 provides that no solicitation shall be made by means of any proxy statement containing "any statement, which, at the time and in the light of the circumstances under which it is made, is false or misleading with respect to any material fact, or which omits to state any material fact necessary in order to make the statements therein not false or misleading."

A proposal is materially false and misleading when implementation by the company could be significantly different from the actions envisioned by stockholders voting on it. *See, e.g., Fuqua Industries, Inc.* (avail. Mar. 12, 1991). And more recently, in SLB 14B, the Staff stated that exclusion under Rule 14a-8(i)(3) can be appropriate where "the company demonstrates objectively that a factual statement is materially false or misleading." The Staff consistently has allowed the exclusion under Rule 14a-8(i)(3) of stockholder proposals that are premised on materially false or misleading statements. *See Wal-Mart Stores, Inc.* (avail. Apr. 2, 2001) (concurring with the exclusion of a proposal to remove "genetically engineered crops, organisms or products" because the text of the proposal misleadingly implied that it related only to the sale of food products); *McDonald's Corp.* (avail. Mar. 13, 2001) (concurring with the exclusion of a proposal to adopt "SA 8000 Social Accountability Standards" where the proposal did not accurately describe the standards).

The Proposal is comparable to other proposals the Staff has concurred are excludable under Rule 14a-8(i)(3) in that it falsely presumes that an audited report can be provided to stockholders on "whether and how a significant reduction in fossil fuel demand, envisioned in the IEA Net Zero 2050 scenario, would affect its financial position and underlying assumptions." For example, in *General Electric Co.* (avail. Jan. 6, 2009), the proposal requested that the company adopt a policy under which any director who received more than 25% in "withheld" votes would not be permitted to serve on any key board committee for two years. The Staff concurred that the proposal was false and misleading because the action requested in the proposal was based on the underlying assertion that the company had plurality voting and allowed stockholders to "withhold" votes when in fact the company had implemented majority voting in the election of directors and therefore did not provide a means for stockholders to "withhold" votes in typical elections. Likewise, in *Johnson & Johnson* (avail. Jan. 31, 2007), the Staff considered a stockholder proposal asking the company's board to adopt a policy that

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stockholders be given the opportunity to vote on an advisory management resolution to approve the company's compensation committee report. The proposal at issue implied that stockholders would be voting on the company's executive compensation policies. However, as a result of then-recently amended Commission rules, the compensation committee report would no longer contain that information. Accordingly, the Staff concluded that the proposal was materially false or misleading and concurred in the exclusion of the proposal under Rule 14a-8(i)(3). *See also WellPoint Inc.* (avail. Feb. 12, 2007) (same); *Sara Lee Corp.* (avail. Sept. 11, 2006) (same); *General Magic, Inc.* (avail. May 1, 2000) (concurring with the exclusion under Rule 14a-8(i)(3) as false and misleading of a proposal that requested the company make "no more false statements" to its stockholders because the proposal created the false impression that the company tolerated dishonest behavior by its employees when in fact, the company had corporate policies to the contrary).

Here, it is materially false and misleading for the Proposal to assert that the Company can "issue an audited report" on the requested matters. The Auditing Standards (the "Auditing Standards") of the Public Company Oversight Board (the "PCAOB") do not permit an audit of prospective, future information as contemplated in the Proposal. Further, although there is a concept in the Auditing Standards that allows an audit firm to conduct agreed-upon procedures or attest procedures on the assumptions that underlie financial projections, the assumptions themselves reflect objective, historical information (unlike as requested in the Proposal) and in any event, the Resolved clause refers to an "audited report."<sup>1</sup>

Moreover, the Proposal requests an audited reported based on future assumptions "envisioned in the IEA Net Zero 2050 scenario." The IEA Net Zero 2050 scenario puts the world on a pathway to achieve net-zero emissions by 2050 through more rapid deployment of low-carbon energy technologies and significant behavioral changes that reduce energy use:<sup>2</sup>

Reaching net zero globally by 2050, as in the NZE2050, would demand a set of dramatic additional actions over the next ten years. Bringing about a 40% reduction in emissions by 2030 requires, for example, that low-emissions sources provide nearly 75% of global electricity generation in 2030 (up from less than 40% in 2019), and that more than 50% of passenger cars sold worldwide in 2030 are electric (from 2.5% in 2019).

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<sup>1</sup> While the supporting statement separately recommends that an independent auditor provide "reasonable assurance," that is a distinctly separate process and does not clarify the materially false and misleading statement in the Resolved clause.

<sup>2</sup> *See* IEA World Energy Outlook 2020, available at <https://www.iea.org/reports/world-energy-outlook-2020>.

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Electrification, massive efficiency gains and behavioural changes all play roles, as does accelerated innovation across a wide range of technologies from hydrogen electrolyzers to small modular nuclear reactors. No part of the energy economy can lag behind, as it is unlikely that any other part would be able to move at an even faster rate to make up the difference.

Although the IEA Net Zero 2050 scenario provides certain forecasts for up to 2030, the scenario does not currently provide forecasts for up to 2050, and it is not currently possible to perform an “audit” based on the IEA Net Zero 2050 scenario as the projected data regarding key areas such as demand projections beyond 2030, regional breakdown of demand, and price projections are not available.<sup>3</sup> Further, even when the IEA announces additional projected information in May 2021, the assumptions underlying the IEA Net Zero 2050 scenario will be so ethereal in nature that an audit consistent with the PCAOB Auditing Standards of the requested analysis will not be able to be conducted.

Moreover, the Proposal is materially false and misleading as the Company’s issuance of the requested audited report on only this scenario would convey to investors that the IEA Net Zero 2050 scenario is the most likely scenario going forward. The Task Force on Climate Related Disclosures (“TCFD”)<sup>4</sup> makes clear that no one scenario should be emphasized over others:<sup>5</sup>

The purpose of scenario analysis is to consider and better understand how a business might perform under different future states (i.e., its resiliency/robustness). In the case of climate change, climate-related scenarios allow an organization to explore and develop an understanding of how the physical and transition risks and opportunities of climate change might plausibly impact the business over time. Scenario analysis, therefore, evaluates a range of hypothetical outcomes by considering a variety of alternative plausible future states (scenarios) under a given set of assumptions and constraints.

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<sup>3</sup> On January 11, 2021, the IEA announced that it will release more information in May 2021 with regards to this currently unavailable projected information. *See Net zero by 2050 plan for energy sector is coming*, available at <https://www.iea.org/commentaries/net-zero-by-2050-plan-for-energy-sector-is-coming>.

<sup>4</sup> The Financial Stability Board created the TCFD to improve and increase reporting of climate-related financial information.

<sup>5</sup> *See* TCFD, “The Use of Scenario Analysis in Disclosure of Climate-Related Risks and Opportunities,” available at <https://assets.bbhub.io/company/sites/60/2020/10/FINAL-TCFD-Technical-Supplement-062917.pdf>

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Given TCFD guidance on the use scenarios in an analysis, the emerging nature of the IEA Net Zero 2050 Scenario, and because any such report could not be audited as requested by the Proposal, the Proposal is materially false and misleading.

As in *General Electric* and the other precedent cited above, the Proposal is premised on an underlying assumption that the Company can issue an audited report for the requested analysis. However, as discussed above, such an audit is not possible. Therefore, stockholders reading the Proposal will mistakenly believe that the Proposal is going to result in an audited report detailing “how a significant reduction in fossil fuel demand, envisioned in the IEA Net Zero 2050 scenario, would affect its financial position and underlying assumptions,” when in fact it is impossible for the Company issue such an audited report. Therefore, consistent with the precedents cited above, the Company requests the Staff’s concurrence that it may omit the Proposal under Rule 14a-8(i)(3) because the Proposal is false and misleading in violation of Rule 14a-9.

## **II. The Proposal May Be Excluded Under Rule 14a-8(i)(10) As Substantially Implemented.**

### *A. Background*

Rule 14a-8(i)(10) permits a company to exclude a stockholder proposal from its proxy materials if the company has “substantially implemented” the proposal. The Commission stated in 1976 that the predecessor to Rule 14a-8(i)(10) was “designed to avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management.” Exchange Act Release No. 12598 (July 7, 1976). Originally, the Staff narrowly interpreted this predecessor rule and concurred with the exclusion of a proposal only when proposals were “‘fully’ effected” by the company. *See* Exchange Act Release No. 19135 (Oct. 14, 1982). By 1983, the Commission recognized that the “previous formalistic application of [the Rule] defeated its purpose” because proponents were successfully avoiding exclusion by submitting proposals that differed from existing company policy in minor respects. Exchange Act Release No. 20091, at § II.E.6. (Aug. 16, 1983) (“1983 Release”). Therefore, in the 1983 Release, the Commission adopted a revised interpretation of the rule to permit the omission of proposals that had been “substantially implemented,” and the Commission codified this revised interpretation in Exchange Act Release No. 40018, at n.30 (May 21, 1998). Applying this standard, the Staff has noted that “a determination that the company has substantially implemented the proposal depends upon whether [the company’s] particular policies, practices and procedures compare favorably with the guidelines of the proposal.” *Walgreen Co.* (avail. Sept. 26, 2013); *Texaco, Inc.* (avail. Mar. 28, 1991).

At the same time, a company need not implement a proposal in exactly the same manner set forth by the proponent. In *General Motors Corp.* (avail. Mar. 4, 1996), the company



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observed that the Staff has not required that a company implement the action requested in a proposal exactly in all details but has been willing to issue no-action letters under the predecessor of Rule 14a-8(i)(10) in situations where the “essential objective” of the proposal had been satisfied. The company further argued, “[i]f the mootness requirement [under the predecessor rule] were applied too strictly, the intention of [the rule]—permitting exclusion of ‘substantially implemented’ proposals—could be evaded merely by including some element in the proposal that differs from the registrant’s policy or practice.” For example, the Staff has concurred that companies, when substantially implementing a stockholder proposal, can address aspects of implementation on which a proposal is silent or which may differ from the manner in which the stockholder proponent would implement the proposal. *See, e.g., The Dow Chemical Co.* (avail. Mar. 18, 2014, *recon. denied* Mar. 25, 2014) (proposal requesting that the company prepare a report assessing short- and long-term financial, reputational, and operational impacts that the legacy Bhopal disaster may reasonably have on the company’s Indian and global business opportunities and reporting on any actions the company intends to take to reduce such impacts); *Hewlett-Packard Co.* (avail. Dec. 11, 2007) (proposal requesting that the board permit stockholders to call special meetings was substantially implemented by a proposed bylaw amendment to permit stockholders to call a special meeting unless the board determined that the special business to be addressed had been addressed recently or would soon be addressed at an annual meeting); *Johnson & Johnson* (avail. Feb. 17, 2006) (proposal that requested the company to confirm the legitimacy of all current and future U.S. employees was substantially implemented because the company had verified the legitimacy of over 91% of its domestic workforce). Therefore, if a company has satisfactorily addressed the proposal’s “essential objective,” the proposal will be deemed “substantially implemented” and, therefore, may be excluded as moot. *See, e.g., Quest Diagnostics, Inc.* (avail. Mar. 17, 2016); *ConAgra Foods, Inc.* (avail. July 3, 2006); *The Gap, Inc.* (avail. Mar. 8, 1996).

*B. Anticipated Publication Of The Report Will Substantially Implement The Proposal*

The Report will substantially implement the Proposal because, as described above, the Report will address the Proposal’s essential objective consistent with Rule 14a-8(i)(10). Moreover, because the Company cannot issue an audited report for the requested analysis for the reasons discussed in Part I, the Report will be reviewed by the Company’s internal audit function.

The Company’s Board of Directors and/or one of its committees is anticipated to review the Report at an upcoming meeting, and the Company expects to then promptly publish the Report thereafter by February 17, 2021.

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### C. *Supplemental Notification*

We submit this no-action request now to address the timing requirements of Rule 14a-8(j). We supplementally will notify the Staff and the Proponent after publication of the Report on the Company's website, which is expected to occur by February 17, 2021. The Staff consistently has granted no-action relief under Rule 14a-8(i)(10) where a company has notified the Staff of the actions expected to be taken that will substantially implement the proposal and then supplements its request for no-action relief by notifying the Staff after those actions have been taken. *See, e.g., United Continental Holdings, Inc.* (avail. Apr. 13, 2018); *United Technologies Corp.* (avail. Feb. 14, 2018); *The Southern Co.* (avail. Feb. 24, 2017); *Mattel, Inc.* (avail. Feb. 3, 2017); *The Wendy's Co.* (avail. Mar. 2, 2016); *The Southern Co.* (avail. Feb. 26, 2016); *The Southern Co.* (avail. Mar. 6, 2015); *Visa Inc.* (avail. Nov. 14, 2014); *Hewlett-Packard Co.* (avail. Dec. 19, 2013); *Starbucks Corp.* (avail. Nov. 27, 2012); *DIRECTV* (avail. Feb. 22, 2011); *NiSource Inc.* (avail. Mar. 10, 2008); *Johnson & Johnson* (avail. Feb. 19, 2008) (each granting no-action relief where the company notified the Staff of its intention to omit a stockholder proposal under Rule 14a-8(i)(10) because the board of directors was expected to take action that would substantially implement the proposal, and the company supplementally notified the Staff of the board action).

### III. **Alternatively, The Proposal May Be Excluded Under Rule 14a-8(i)(11) Because It Substantially Duplicates Two Other Proposals That The Company Expects To Include In Its Proxy Materials.**

#### A. *Overview of Rule 14a-8(i)(11)*

Rule 14a-8(i)(11) provides that a stockholder proposal may be excluded if it "substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting." The Commission has stated that "the purpose of [Rule 14a-8(i)(11)] is to eliminate the possibility of shareholders having to consider two or more substantially identical proposals submitted to an issuer by proponents acting independently of each other." Exchange Act Release No. 12999 (Nov. 22, 1976) (the "1976 Release").

The standard that the Staff has traditionally applied for determining whether a proposal substantially duplicates an earlier received proposal is whether the proposals present the same "principal thrust" or "principal focus." *See Pacific Gas & Electric Co.* (avail. Feb. 1, 1993). A proposal may be excluded as substantially duplicative of another proposal despite differences in terms or breadth and despite the proposals requesting different actions. *See, e.g., Exxon Mobil Corp.* (avail. Mar. 13, 2020) (concurring with the exclusion of a proposal as substantially duplicative where the Staff explained "the two proposals share a concern for seeking additional transparency from the [c]ompany



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about its lobbying activities and how these activities align with the [c]ompany's expressed policy positions" despite the proposals requesting different actions); *Exxon Mobil Corp.* (avail. Mar. 9, 2017) (concurring with the exclusion of a proposal requesting a report on political contributions as substantially duplicative of a proposal requesting a report on lobbying expenditures); *Wells Fargo & Co.* (avail. Feb. 8, 2011) (concurring with the exclusion of a proposal seeking a review and report on the company's loan modifications, foreclosures and securitizations as substantially duplicative of a proposal seeking a report that would include "home preservation rates" and "loss mitigation outcomes," which would not necessarily be covered by the other proposal); *Bank of America Corp.* (avail. Feb. 24, 2009) (concurring with the exclusion of a proposal requesting the adoption of a 75% hold-to-retirement policy as subsumed by another proposal that included such a policy as one of many requests); *Ford Motor Co. (Leeds)* (avail. Mar. 3, 2008) (concurring with the exclusion of a proposal to establish an independent committee to prevent Ford family stockholder conflicts of interest with non-family stockholders as substantially duplicative of a proposal requesting that the board take steps to adopt a recapitalization plan for all of the company's outstanding stock to have one vote per share).

*B. The Proposal May Be Excluded Under Rule 14a-8(i)(11) Because It Substantially Duplicates The Follow This Proposal, Which Was Received Earlier*

The Proposal substantially duplicates the Follow This Proposal (together with the Proposal for the purposes of this Section B, the "Proposals"). See Exhibit B. Please note that the Company has separately submitted a no-action request asking the Staff to concur that the Follow This Proposal can be excluded for other reasons.

The Follow This Proposal states in relevant part:

**RESOLVED:** Shareholders request the Company to substantially reduce the greenhouse gas (GHG) emissions of their energy products (Scope 3) in the medium- and long-term future, as defined by the Company.

The Company initially received the Follow This Proposal on December 4, 2020, which is before the Company received the Proposal on December 8, 2020. The Company intends to include the Follow This Proposal in its 2021 Proxy Materials if the Staff does not concur in the view that the Follow This Proposal may be excluded.

The principal thrust and focus of the Proposal and the Follow This Proposal are the same: addressing the financial risks and impacts of climate change. Although the requests are slightly different—the Follow This Proposal requests that the Company reduce the Scope 3 greenhouse gas ("GHG") emissions of its energy products, while the Proposal requests "whether and how" the Company would be financially impacted by "a

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significant reduction in fossil fuel demand” if “the energy sector globally [reached] net-zero GHG emissions by 2050”—the principal thrust and focus of each relates to addressing what the Proposals view as the significant financial risks arising from climate change. For example, the Follow This Proposal is supported by its proponent because “part of [its] fiduciary duty [as a stockholder is] to *protect all assets in the global economy from devastating climate change*” (emphasis added). Similarly, the Proposal is focused on climate change’s financial impacts on the Company, as made clear by its title (“Climate Change Impacts on Financial Position and Assumptions”) and request.

Moreover, other language in the Proposals demonstrates that they share the same focus:

- *Both Proposals seek reductions in the Company GHG emissions.* The Proposal asks the Company to analyze a scenario in which fossil fuel demand has been significantly reduced because “the energy sector globally [reached] net-zero GHG emissions by 2050.” Because the Company is a part of the energy sector, it also would have reduced its GHG emissions in that scenario in order to reach net-zero GHG emissions by 2050. Similarly, the Follow This Proposal requests that the Company reduce certain GHG emissions.
- *Both Proposals express concern over the economic impacts and financial risks arising from climate change.* The Follow This Proposal’s supporting statements assert that “[c]limate-related risks are a source of *financial risk*, and therefore limiting global warming is essential to *risk management and responsible stewardship of the economy*” (emphasis added). The Proposal’s recitals mirror this concern, explaining how other “high GHG-emitting companies” have engaged in audits disclosing “how long-term price assumptions *impacted by climate change* could affect *asset values* and impairment estimates” and “*how climate change* and a global energy transition impacted” the capitalization of certain costs and risks. The Proposal then refers to disclosure by other companies of “how *climate change affected* [certain accounting] adjustments” made after reviewing “accounting practices in light of the accelerating low-carbon energy transition.”
- *Both Proposals refer to investor pressure as a driver for action.* The Follow This Proposal notes that “a growing group of investors across the energy sector is uniting behind visible and unambiguous support for reductions of all emissions.” The Proposal also notes that “[i]nvestors are . . . calling for high-emitting companies to test their financial assumptions and resiliency against substantial reduced-demand climate scenarios” and that “[a]s evidence of the severe impacts from climate change mounts, policy makers, companies, and financial bodies are increasingly focused on the economic impacts” from reductions in GHG emissions.

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- *Both Proposals refer to the actions of BP, Total, Shell and other oil and gas companies.* Both Proposals note actions taken by BP, Total, and Shell regarding their GHG emissions, as the Proposal notes they have “commit[ted] to major GHG reductions,” while the Follow This Proposal notes their adoption of “Scope 3 ambitions.”

While the Proposal and the Follow This Proposal differ in terms and breadth—the Proposal requests that the Board report on “whether and how” a significant reduction in fossil fuel demand from the energy sector’s achievement of net-zero emissions by 2050 would affect its financial position and underlying assumptions, while the Follow This Proposal requests that the Company reduce certain GHG emissions—that does not change the fact that they have the same principal focus.

In this regard, the Proposal and the Follow This Proposal are similar to the proposals at issue in *Ford Motor Co.* (avail. Feb. 19, 2004) (“*Ford Motor 2004*”), where the Staff concurred that Ford could exclude a proposal requesting that the company “*adopt* (as internal corporate policy) *goals concerning fuel mileage or [GHG] reductions* similar to those which would be achieved by meeting or exceeding the highest standards contained in recent congressional proposals” because it substantially duplicated a prior proposal requesting that the company “report to shareholders . . . (a) performance data from the years 1994 through 2003 and *ten-year projections* of estimated total annual [GHG] emissions from its products in operation; (b) how the company will ensure competitive positioning *based on emerging near and long-term GHG regulatory scenarios* at the state, regional, national and international levels; (c) how the [c]ompany can significantly reduce [GHG] emissions from its fleet of vehicle products (using a 2003 baseline) by 2013 and 2023” (emphasis added). Ford successfully argued that “although the terms and the breadth of the two proposals are somewhat different, the principal thrust and focus are substantially the same, namely to encourage the [c]ompany to adopt policies that reduce greenhouse gas emissions in order to enhance competitiveness.” *See also Exxon Mobil Corp.* (avail. Mar. 8, 2017) (“*Exxon Mobil 2017*”) (concurring with the exclusion of a proposal requesting that the company issue a report summarizing strategic options for aligning its business operations with a low carbon economy as substantially duplicative of a proposal requesting that the company push an “assessment of the long-term portfolio impacts of technological advances and global climate change policies,” where the company argued the proposals “both ask[ed] the [c]ompany to provide a report on the impact to the [c]ompany’s assets and operations due to a transition in the energy sector to lower carbon demands”); *Exxon Mobil Corp. (Neva Rockefeller Goodwin)* (avail. Mar. 19, 2010) (concurring with the exclusion of a proposal requesting a report on how reduced demand for fossil fuels would affect the company’s long-term strategic plan as substantially duplicative of a proposal asking for a report to assess the financial risks associated with climate change where the company argued “both seek an assessment of

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and report on the risks that the [c]ompany faces as a result of climate change and the [b]oard's related activities").

Exclusion of the Proposal pursuant to Rule 14a-8(i)(11) is also appropriate because the analysis requested in the Proposal would be subsumed by the actions called for in the Follow This Proposal. The Follow This Proposal broadly requests that the Company substantially reduce certain GHG emissions of its energy products "in the medium- and long-term." This request is supported by its proponent because it believes it has a "fiduciary duty to protect all assets in the global economy from devastating climate change," as "[c]limate-related risks are a source of financial risk" and "limiting global warming is essential to risk management and responsible stewardship of the economy" (emphasis added). In implementing the Follow This Proposal, the Company would naturally and necessarily consider the financial risks from climate change "in the medium- and long-term" to its global operations and demand for its products when determining where and how to reduce the emissions of its energy products. Such an analysis of how the Company would be financially impacted by its reduction in GHG emissions is one that the Proposal expressly critiques the Company for not engaging in. In its recitals, the Proposal asserts that the Company has "neither committed to net-zero emissions by 2050 across its value chain,"—*i.e.*, reduced GHG emissions, which the Follow This Proposal seeks—"nor disclosed *how its financial assumptions would change from doing so*" (emphasis added). The Proposal then contrasts the Company with peers that have "clearly discussed this connection" by noting "how climate change," for example, impacted certain costs and "how long-term price assumptions impacted by climate change could affect asset values and impairment estimates."

The Staff has previously concurred that when the subject of a report requested in a later proposal would be encompassed within the scope of a report proposed in a prior proposal, exclusion under Rule 14a-8(i)(11) is permitted. For example, in *Chevron Corp.* (avail. Mar. 23, 2009, *recon. denied* Apr. 6, 2009) ("*Chevron 2009*"), the Company sought to exclude a proposal requesting that an independent committee prepare a report on the environmental damage that would result from the company's expanding oil sands operations in the Canadian boreal forest because it was substantially duplicative of a previously submitted proposal requesting the Company "adopt quantitative, long-term goals, based on current technologies, for reducing total greenhouse gas emissions from the Company's products and operations" and "report to shareholders . . . on its plans to achieve these goals." In this regard, the Company argued that, like the Proposal here, analysis of the matters raised in the later submitted proposal would be "naturally encompass[ed]" in its implementation of the earlier submitted proposal. Similarly, in *General Motors Corp.* (avail. Mar. 13, 2008), the Staff permitted General Motors to exclude a proposal requesting "that a committee of independent directors . . . assess the steps the company is taking to meet new fuel economy and [GHG] emission standards for its fleets of cars and trucks, and issue a report to shareholders" because it was

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substantially duplicative of a prior proposal requesting that “the [b]oard of [d]irectors publicly adopt quantitative goals, based on current and emerging technologies, for reducing total [GHG] emissions from the company’s products and operations; and that the company report to shareholders.” General Motors successfully argued that the report requested in the second proposal concerning new fuel standards would be covered in any report addressing GHG emissions generally. Because the actions requested in the Follow This Proposal would include the analysis requested in the Proposal, exclusion of the Proposal pursuant to Rule 14a-8(i)(11) is appropriate.

Finally, because the Proposal substantially duplicates the Follow This Proposal, if the Company were required to include both Proposals in its proxy materials, there is a risk that the Company’s stockholders would be confused when asked to vote on both. As noted above, the purpose of Rule 14a-8(i)(11) “is to eliminate the possibility of shareholders having to consider two or more substantially identical proposals submitted to an issuer by proponents acting independently of each other.” 1976 Release. Accordingly, the Company believes that the Proposal may be excluded as substantially duplicative of the Follow This Proposal.

*C. Alternatively, The Proposal May Be Excluded Under Rule 14a-8(i)(11) Because It Substantially Duplicates The Benta Proposal, Which Was Received Earlier*

Alternatively, the Proposal substantially duplicates the Benta Proposal (together with the Proposal for the purposes of this Section C, the “Proposals”). See Exhibit C. Please note that the Company has separately submitted a no-action request asking the Staff to concur that the Benta Proposal can be excluded for other reasons.

The Benta Proposal states:

**RESOLVED:** Shareholders request the company to address the risks and opportunities presented by the global transition towards a lower emissions energy system by devising a method to set emissions reduction targets covering the greenhouse gas (GHG) emissions of the company’s operations as well as their energy products (Scope 1, 2, and 3).

The Company initially received the Benta Proposal on December 4, 2020, which is before the Company received the Proposal on December 8, 2020. The Company intends to include the Benta Proposal in its 2021 Proxy Materials if the Staff does not concur in the view that the Benta Proposal may be excluded.

The principal thrust and focus of the Proposal and the Benta Proposal are the same: addressing the financial risks arising from widespread reductions in GHG emissions. Although the requests are slightly different—the Benta Proposal requests that the

Office of Chief Counsel  
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Company respond to “the *global transition* towards a *lower emissions energy system*” by devising a method to reduce its GHG emissions, while the Proposal seeks an analysis of “whether and how” the Company’s financials would be impacted if the *energy sector* reached *net-zero GHG emissions* by 2050—the principal thrust and focus of each relates to the Company addressing what the Proposals view as the significant financial risks arising from GHG emission reductions.

Moreover, other language in the Proposals demonstrates that they share the same focus:

- *Both Proposals contemplate reductions in the Company GHG emissions.* The Proposal asks the Company to analyze a scenario in which fossil fuel demand has been significantly reduced because “the energy sector globally [reached] net-zero GHG emissions by 2050.” Because the Company is a part of the energy sector, it also would have reduced its GHG emissions in that scenario in order to reach net-zero GHG emissions by 2050. Similarly, the Benta Proposal requests that the Company reduce its GHG emissions.
- *Both Proposals address the potential financial risks to the Company associated with reduced GHG emissions.* The Benta Proposal notes “the *increasing business risks* to companies in the fossil fuel exploration and production sector” and suggests that “[c]ompanies that fail to reduce overall emissions will incur *substantial financial risks*” (emphasis added). Going further, the Benta Proposal asserts that “[r]educing emissions is one of the most simple and least prescriptive ways to *address financial risks and opportunities*” (emphasis added). The Proposal cites to a report entitled *Managing Climate Risk in the U.S. Financial System* and notes an increasing focus on the “economic impacts from” reducing GHG emissions.
- *Both Proposals reference targets under the Paris Agreement.* The Benta Proposal notes that “[b]acking from investors that *insist on Paris-consistent targets* . . . continues to gain momentum,” whereas the Proposal references the emissions standards outlined in the Paris Agreement and how the International Energy Agency’s Net Zero 2050 scenario would be “consistent with a 1.5°C temperature increase globally,” which is included in the Paris Agreement.
- *Both Proposals refer to investor pressure as a driver for action.* The Benta Proposal notes that “[b]acking from investors that insist on Paris-consistent targets . . . continues to gain momentum” and that in Europe, an “unprecedented number of shareholders voted for climate targets resolutions.” The Proposal similarly notes, “[i]nvestors are also calling for high-emitting companies to test their financial assumptions and resiliency against substantial reduced-demand climate scenarios, and to *provide investors insights* about the



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potential impact on their financial statements” and cites to a report entitled *Investor Expectations for Paris-aligned Accounts* (emphasis added).

Moreover, while the Proposal and the Benta Proposal request slightly different actions, that does not change the fact that they have the same principal focus. In this regard, the Proposal and the Benta Proposal are similar to the proposals at issue in *Exxon Mobil 2017*, which is discussed above, where the Staff concurred with exclusion of a proposal requesting that the company “summariz[e] strategic options or scenarios for aligning its business operations with a low carbon economy (such as International Energy Agency’s 450 climate change scenario)” because it substantially duplicated a prior proposal requesting that the company publish an “annual assessment of the long-term portfolio impacts of technological advances and global climate change policies” that (i) “analyze[d] the impacts on [the company’s] oil and gas reserves and resources under a scenario in which reduction in demand results from carbon restrictions and related rules or commitments adopted by governments,” (ii) “assess[ed] the resilience of the company’s full portfolio of reserves and resources through 2040 and beyond,” and (iii) “address[ed] the financial risks associated with such a scenario.” Exxon Mobil successfully argued that “although the [proposals] differ in their precise presentation of the issue, the principal thrust of each requests the [c]ompany to prepare and publish a report concerning the impact of lower demand on carbon resulting from climate change and related regulations on the [c]ompany’s assets and operations.” Similarly, in *Ford Motor 2004* discussed in the Follow This section, Ford successfully argued that “although the terms and the breadth of the two proposals are somewhat different, the principal thrust and focus are substantially the same, namely to encourage the [c]ompany to adopt policies that reduce greenhouse gas emissions in order to enhance competitiveness.” See also *Exxon Mobil Corp. (Neva Rockefeller Goodwin)* (avail. Mar. 19, 2010).

Exclusion of the Proposal pursuant to Rule 14a-8(i)(11) is also appropriate because the analysis requested in the Proposal would be subsumed by the actions called for in the Benta Proposal. The Benta Proposal broadly requests that the Company set GHG emissions targets for its operations and energy products “to address the risks and opportunities presented by the global transition towards a lower emissions energy system.” In implementing the Benta Proposal, which assumes and seeks a response to lower emissions across industries and businesses, the Company would naturally and necessarily consider the narrower impact of a transition within the energy sector alone to various lower emissions scenarios—including the one specified in the Proposal—and how such reduced emissions would impact the Company’s financial performance. The Staff has previously concurred that when the subject of a report requested in a later proposal would be encompassed within the scope of a report proposed in a prior proposal, exclusion under Rule 14a-8(i)(11) is permitted. For example, in *Chevron 2009* discussed in the Follow This section, the Staff concurred with the exclusion of a proposal where the Company argued that, like the Proposal here, analysis of the matters raised in the later

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submitted proposal would be “naturally encompass[ed]” in its implementation of the earlier submitted proposal. *See also General Motors Corp.* (avail. Mar. 13, 2008) (concurring with the exclusion of a second proposal concerning new fuel standards because it would be covered in any report addressing GHG emissions generally). Because the actions requested in the Benta Proposal would include the analysis requested in the Proposal, exclusion of the Proposal pursuant to Rule 14a-8(i)(11) is appropriate.

Finally, because the Proposal substantially duplicates the Benta Proposal, if the Company were required to include both Proposals in its proxy materials, there is a risk that the Company’s stockholders would be confused when asked to vote on both. As noted above, the purpose of Rule 14a-8(i)(11) “is to eliminate the possibility of shareholders having to consider two or more substantially identical proposals submitted to an issuer by proponents acting independently of each other.” 1976 Release. Accordingly, the Company believes that the Proposal may be excluded as substantially duplicative of the Benta Proposal.

## CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2021 Proxy Materials.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to [shareholderproposals@gibsondunn.com](mailto:shareholderproposals@gibsondunn.com). If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8287, or Christopher A. Butner, the Company’s Assistant Secretary and Supervising Counsel, at (925) 842-2796.

Sincerely,



Elizabeth A. Ising

Enclosures

cc: Christopher A. Butner, Chevron Corporation  
Lila Holzman, As You Sow

**EXHIBIT A**

**From:** [Gail Follansbee](#)  
**To:** [Francis, Mary A. \(MFrancis\)](#); [Corporate Governance Correspondence](#); [Butner, Christopher A \(CButner\)](#)  
**Cc:** [Lila Holzman](#); [Danielle Fugere](#)  
**Subject:** **[\*\*EXTERNAL\*\*]** Chevron - Shareholder Proposal  
**Date:** Tuesday, December 8, 2020 4:41:05 PM  
**Attachments:** [Climate Change Lead- filing docs pkg.pdf](#)  
[Climate Change - CoFiler filing docs pkg.pdf](#)

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Dear Ms. Francis,

Attached please find filing documents submitting a shareholder proposal for inclusion in the company's 2021 proxy statement. A paper copy of these documents was delivered to your offices and signed for by your mailroom a few minutes ago.

It would be much appreciated if you could please confirm receipt of this email.

Thank you very much,  
Gail

**Gail Follansbee** (she/her)

**Coordinator, Shareholder Relations**

**As You Sow**

2150 Kittredge St., Suite 450

Berkeley, CA 94704

(510) 735-8139 (direct line) ~ (650) 868-9828 (cell)

[gail@asyousow.org](mailto:gail@asyousow.org) | [www.asyousow.org](http://www.asyousow.org)



**VIA COURIER & EMAIL**

December 8, 2020

Mary A. Francis,  
Corporate Secretary and Chief Governance Officer,  
Chevron Corporation,  
6001 Bollinger Canyon Road,  
San Ramon, CA 94583- 2324  
[mfrancis@chevron.com](mailto:mfrancis@chevron.com)

Dear Ms. Francis,

As You Sow is filing a shareholder proposal on behalf of Andrew Behar ("Proponent"), a shareholder of Chevron for inclusion in Chevron's 2021 proxy statement and for consideration by shareholders in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.

A letter from the Proponent authorizing As You Sow to act on its behalf is enclosed. A representative of the Proponent will attend the stockholder meeting to move the resolution as required.

We are available to discuss this issue and are optimistic that such a discussion could result in resolution of the Proponent's concerns.

To schedule a dialogue, please contact me at [lholzman@asyousow.org](mailto:lholzman@asyousow.org). Please send all correspondence with a copy to [shareholderengagement@asyousow.org](mailto:shareholderengagement@asyousow.org).

Sincerely,

Lila Holzman  
Energy Program Manager

Enclosures

- Shareholder Proposal
- Shareholder Authorization

cc: [corpgov@chevron.com](mailto:corpgov@chevron.com)  
[CButner@chevron.com](mailto:CButner@chevron.com)



## CLIMATE CHANGE IMPACTS ON FINANCIAL POSITION AND ASSUMPTIONS

### WHEREAS:

As evidence of the severe impacts from climate change mounts, policy makers, companies, and financial bodies are increasingly focused on the economic impacts<sup>1</sup> from driving greenhouse gas (GHG) emissions to well-below 2 degrees Celsius below pre-industrial levels (including 1.5° C ambitions), as outlined in the Paris Agreement.

This focus has led many Chevron peers (including BP, Eni, Equinor, Repsol, Royal Dutch Shell, and Total) to commit to major GHG reductions, including setting “net zero emission” goals by 2050.<sup>2,3</sup>

Investors are also calling for high-emitting companies to test their financial assumptions and resiliency against substantial reduced-demand climate scenarios,<sup>4</sup> and to provide investors insights about the potential impact on their financial statements.<sup>5,6,7</sup>

As of December 2020, Chevron Corporation had neither committed to net-zero emissions by 2050 across its value chain, nor disclosed how its financial assumptions would change from doing so.

In contrast, the audit reports for other high GHG-emitting companies clearly discussed this connection:

- BP: how climate change and a global energy transition impacted the capitalization of exploration and appraisal costs and risks that oil and gas price assumptions could lead to financial misstatements;
- Shell: how long-term price assumptions impacted by climate change could affect asset values and impairment estimates;
- National Grid: noted estimates inconsistent with 2050 "net zero" commitments.

Additionally, in 2020, BP, Shell and Total reviewed their 2019 financial accounting practices in light of the accelerating low-carbon energy transition. All three subsequently adjusted critical accounting assumptions, resulting in material impairments, and disclosed how climate change affected the adjustments.

In October 2020, the International Energy Agency (IEA) issued a new “Net Zero 2050” scenario which describes what it would mean for the energy sector globally to reach net-zero GHG emissions by 2050.

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<sup>1</sup> <https://www.cftc.gov/sites/default/files/2020-09/9-9-20%20Report%20of%20the%20Subcommittee%20on%20Climate-Related%20Market%20Risk%20-%20Managing%20Climate%20Risk%20in%20the%20U.S.%20Financial%20System%20for%20posting.pdf>

<sup>2</sup> <https://www.reuters.com/article/climate-change-carbon-targets/factbox-big-oils-climate-targets-idUSL8N2HO1B4>

<sup>3</sup> <https://carbontracker.org/reports/fault-lines/>

<sup>4</sup> <https://www.iigcc.org/news/investor-groups-call-on-companies-to-reflect-climate-related-risks-in-financial-reporting/>

<sup>5</sup> <https://www.unpri.org/sustainability-issues/accounting-for-climate-change>

<sup>6</sup> <https://www.iigcc.org/download/investor-expectations-for-paris-aligned-accounts/?wpdmdl=4001&masterkey=5fab4d15595d>

<sup>7</sup> <https://cdn.ifrs.org/-/media/feature/news/2019/november/in-brief-climate-change-nick-anderson.pdf?la=en>



This more aggressive global action to curtail climate change is consistent with a 1.5°C temperature increase globally.<sup>8</sup>

**RESOLVED:** Shareholders request that Chevron’s Board of Directors issue an audited report to shareholders on whether and how a significant reduction in fossil fuel demand, envisioned in the IEA Net Zero 2050 scenario, would affect its financial position and underlying assumptions. The Board should summarize its findings to shareholders by January 31, 2022, and the report should be completed at reasonable cost and omitting proprietary information.

**SUPPORTING STATEMENT:** Proponents recommend that in issuing the report, the company take account of information on:

- Assumptions, costs, estimates, and valuations that may be materially impacted; and
- The potential for widespread adoption of net-zero goals by governments and peers.<sup>9</sup>

Proponents recommend that the report be supported by reasonable assurance from an independent auditor.

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<sup>8</sup> <https://www.iea.org/reports/world-energy-outlook-2020/achieving-net-zero-emissions-by-2050>

<sup>9</sup> <https://www.climatechangenews.com/2019/06/14/countries-net-zero-climate-goal/>

December 8, 2020

Andrew Behar  
CEO  
As You Sow  
2150 Kittredge St., Suite 450  
Berkeley, CA 94704

**Re: Authorization to File Shareholder Resolution**

Dear Mr. Behar,

The undersigned ("Stockholder") authorizes *As You Sow* to file or co-file a shareholder resolution on Stockholder's behalf with the named Company for inclusion in the Company's 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. The resolution at issue relates to the below described subject.

Stockholder: Andrew Behar

Company: Chevron

Annual Meeting / Proxy Statement Year: 2021

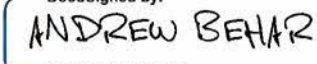
Subject: Request to improve climate related audit procedures

The Stockholder has continuously owned over \$2,000 worth of Company stock, with voting rights, for over a year. The Stockholder intends to hold the required amount of stock through the date of the Company's annual meeting in 2021.

The Stockholder gives *As You Sow* the authority to address, on the Stockholder's behalf, any and all aspects of the shareholder resolution, including drafting and editing the proposal, representing Stockholder in engagements with the Company, entering into any agreement with the Company, and designating another entity as lead filer and representative of the shareholder. The Stockholder understands that the Stockholder's name may appear on the company's proxy statement as the filer of the aforementioned resolution, and that the media may mention the Stockholder's name in relation to the resolution.

The Stockholder further authorizes *As You Sow* to send a letter of support of the resolution on Stockholder's behalf.

Sincerely,

DocuSigned by:  
  
AE21D05EE57E4E1

Name: ANDREW BEHAR

Title: Shareholder



**VIA COURIER & EMAIL**

December 8, 2020

Mary A. Francis,  
Corporate Secretary and Chief Governance Officer,  
Chevron Corporation,  
6001 Bollinger Canyon Road,  
San Ramon, CA 94583- 2324  
[mfrancis@chevron.com](mailto:mfrancis@chevron.com)

Dear Ms. Francis,

*As You Sow* is co-filing a shareholder proposal on behalf of the following Chevron shareholder for action at the next annual meeting of Chevron.

- Jeffrey M Schubiner INH IRA, Bene of Lorraine Schubiner

*Shareholders* is a co-filer of the enclosed proposal with Andrew Behar, who is the Proponent of the proposal. *As You Sow* has submitted the enclosed shareholder proposal on behalf of Proponent for inclusion in the 2021 proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. *As You Sow* is authorized to act on Jeffrey M Schubiner INH IRA, Bene of Lorraine Schubiner's behalf with regard to withdrawal of the proposal.

A letter authorizing *As You Sow* to act on co-filers' behalf are enclosed. A representative of the lead filer will attend the stockholders' meeting to move the resolution as required.

To schedule a dialogue, please contact me at [lholzman@asyousow.org](mailto:lholzman@asyousow.org). Please send all correspondence with a copy to [shareholderengagement@asyousow.org](mailto:shareholderengagement@asyousow.org).

Sincerely,

Lila Holzman  
Energy Program Manager

Enclosures

- Shareholder Proposal
- Shareholder Authorization

cc: [corpgov@chevron.com](mailto:corpgov@chevron.com)  
[CButner@chevron.com](mailto:CButner@chevron.com)



## CLIMATE CHANGE IMPACTS ON FINANCIAL POSITION AND ASSUMPTIONS

### WHEREAS:

As evidence of the severe impacts from climate change mounts, policy makers, companies, and financial bodies are increasingly focused on the economic impacts<sup>1</sup> from driving greenhouse gas (GHG) emissions to well-below 2 degrees Celsius below pre-industrial levels (including 1.5° C ambitions), as outlined in the Paris Agreement.

This focus has led many Chevron peers (including BP, Eni, Equinor, Repsol, Royal Dutch Shell, and Total) to commit to major GHG reductions, including setting “net zero emission” goals by 2050.<sup>2,3</sup>

Investors are also calling for high-emitting companies to test their financial assumptions and resiliency against substantial reduced-demand climate scenarios,<sup>4</sup> and to provide investors insights about the potential impact on their financial statements.<sup>5,6,7</sup>

As of December 2020, Chevron Corporation had neither committed to net-zero emissions by 2050 across its value chain, nor disclosed how its financial assumptions would change from doing so.

In contrast, the audit reports for other high GHG-emitting companies clearly discussed this connection:

- BP: how climate change and a global energy transition impacted the capitalization of exploration and appraisal costs and risks that oil and gas price assumptions could lead to financial misstatements;
- Shell: how long-term price assumptions impacted by climate change could affect asset values and impairment estimates;
- National Grid: noted estimates inconsistent with 2050 "net zero" commitments.

Additionally, in 2020, BP, Shell and Total reviewed their 2019 financial accounting practices in light of the accelerating low-carbon energy transition. All three subsequently adjusted critical accounting assumptions, resulting in material impairments, and disclosed how climate change affected the adjustments.

In October 2020, the International Energy Agency (IEA) issued a new “Net Zero 2050” scenario which describes what it would mean for the energy sector globally to reach net-zero GHG emissions by 2050.

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<sup>1</sup> <https://www.cftc.gov/sites/default/files/2020-09/9-9-20%20Report%20of%20the%20Subcommittee%20on%20Climate-Related%20Market%20Risk%20-%20Managing%20Climate%20Risk%20in%20the%20U.S.%20Financial%20System%20for%20posting.pdf>

<sup>2</sup> <https://www.reuters.com/article/climate-change-carbon-targets/factbox-big-oils-climate-targets-idUSL8N2HO1B4>

<sup>3</sup> <https://carbontracker.org/reports/fault-lines/>

<sup>4</sup> <https://www.iigcc.org/news/investor-groups-call-on-companies-to-reflect-climate-related-risks-in-financial-reporting/>

<sup>5</sup> <https://www.unpri.org/sustainability-issues/accounting-for-climate-change>

<sup>6</sup> <https://www.iigcc.org/download/investor-expectations-for-paris-aligned-accounts/?wpdmdl=4001&masterkey=5fab4d15595d>

<sup>7</sup> <https://cdn.ifrs.org/-/media/feature/news/2019/november/in-brief-climate-change-nick-anderson.pdf?la=en>

This more aggressive global action to curtail climate change is consistent with a 1.5°C temperature increase globally.<sup>8</sup>

**RESOLVED:** Shareholders request that Chevron’s Board of Directors issue an audited report to shareholders on whether and how a significant reduction in fossil fuel demand, envisioned in the IEA Net Zero 2050 scenario, would affect its financial position and underlying assumptions. The Board should summarize its findings to shareholders by January 31, 2022, and the report should be completed at reasonable cost and omitting proprietary information.

**SUPPORTING STATEMENT:** Proponents recommend that in issuing the report, the company take account of information on:

- Assumptions, costs, estimates, and valuations that may be materially impacted; and
- The potential for widespread adoption of net-zero goals by governments and peers.<sup>9</sup>

Proponents recommend that the report be supported by reasonable assurance from an independent auditor.

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<sup>8</sup> <https://www.iea.org/reports/world-energy-outlook-2020/achieving-net-zero-emissions-by-2050>

<sup>9</sup> <https://www.climatechangenews.com/2019/06/14/countries-net-zero-climate-goal/>

December 8, 2020

Andrew Behar  
CEO  
As You Sow  
2150 Kittredge St., Suite 450  
Berkeley, CA 94704

**Re: Authorization to File Shareholder Resolution**

Dear Mr. Behar,

The undersigned ("Stockholder") authorizes *As You Sow* to file or co-file a shareholder resolution on Stockholder's behalf with the named Company for inclusion in the Company's 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. The resolution at issue relates to the below described subject.

Stockholder: Jeffrey M Schubiner INH IRA, Bene of Lorraine Schubiner

Company: Chevron

Annual Meeting / Proxy Statement Year: 2021

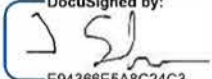
Subject: Request to improve climate related audit procedures.

The Stockholder has continuously owned over \$2,000 worth of Company stock, with voting rights, for over a year. The Stockholder intends to hold the required amount of stock through the date of the Company's annual meeting in 2021.

The Stockholder gives *As You Sow* the authority to address, on the Stockholder's behalf, any and all aspects of the shareholder resolution, including drafting and editing the proposal, representing Stockholder in engagements with the Company, entering into any agreement with the Company, and designating another entity as lead filer and representative of the shareholder. The Stockholder understands that the Stockholder's name may appear on the company's proxy statement as the filer of the aforementioned resolution, and that the media may mention the Stockholder's name in relation to the resolution.

The Stockholder further authorizes *As You Sow* to send a letter of support of the resolution on Stockholder's behalf.

Sincerely,

DocuSigned by:  
  
E94368E5A8C24C3

Name: JEFFREY M SCHUBINER

Title: Shareholder



**From:** [Butner, Christopher A \(CButner\)](#)  
**To:** [Lila Holzman](#)  
**Subject:** Chevron  
**Date:** Wednesday, December 16, 2020 10:49:37 AM  
**Attachments:** [Behar 12 16 20.pdf](#)

---

Please see the attached.

Best regards,  
Chris

**Christopher A. Butner**

Chevron Corporation  
6001 Bollinger Canyon Road, Rm T-3188  
San Ramon, CA 94583  
(925) 842-2796--Direct  
(415) 238-1172--Cell  
[cbutner@chevron.com](mailto:cbutner@chevron.com)

**This message may contain privileged and/or confidential information; please handle and protect it appropriately.** If you are not the intended recipient, or the person responsible for delivering it to the intended recipient, you are hereby notified that any disclosure, copying, distribution or use of any of the information contained in or attached to this transmission is STRICTLY PROHIBITED. If you have received this message in error, please notify me immediately, and destroy the original message, including any attachments, without reading them.



**Christopher A. Butner**  
Assistant Secretary and Securities/Corporate Governance Counsel

December 16, 2020

Sent via email and overnight delivery:

[holzman@asyousow.org](mailto:holzman@asyousow.org)

Lila Holzman  
2150 Kittredge St. Suite 450,  
Berkeley, CA 94704

Re: Stockholder Proposal

Dear Ms. Holzman,

On December 8, 2020, we received your letter submitting a stockholder proposal for As You Sow acting on behalf of Andrew Behar ("Proponent"), for inclusion in Chevron's proxy statement and proxy for its 2021 annual meeting of stockholders. By way of rules adopted pursuant to the Securities Exchange Act of 1934, the U.S. Securities and Exchange Commission has prescribed certain procedural and eligibility requirements for the submission of proposals to be included in a company's proxy materials. I write to provide notice of certain defects in your submission, as detailed below, and ask that you provide to us documents sufficient to remedy these defects.

First, your letter did not include sufficient documentation demonstrating that As You Sow had the legal authority to submit the proposal on behalf of the Proponent as of the date the proposal was submitted (December 8, 2020). In Staff Legal Bulletin No. 14I (Nov. 1, 2017) ("SLB 14I"), the SEC's Division of Corporation Finance ("Division") noted that proposals submitted by proxy, such as the proposal, may present challenges and concerns, including "concerns raised that stockholders may not know that proposals are being submitted on their behalf." Accordingly, in evaluating whether there is a basis to exclude a proposal under the eligibility requirements of Rule 14a-8(b), as addressed below, SLB 14I states that in general the Division would expect any stockholder who submits a proposal by proxy to provide documentation to:

- identify the stockholder-proponent and the person or entity selected as proxy;
- identify the company to which the proposal is directed;
- identify the annual or special meeting for which the proposal is submitted;
- identify the specific proposal to be submitted (e.g., proposal to lower the threshold for calling a special meeting from 25% to 10%); and
- be signed and dated by the stockholder.

The documentation that you provided with the proposal raises the concerns referred to in SLB 14I. Specifically, the proposal raises the concerns referred to in SLB 14I because the documentation from the Proponent purporting to authorize As You Sow to

act on the Proponent's behalf does not identify the specific proposal to be submitted. To remedy these defects, the Proponent should provide documentation that confirms that as of the date you submitted the proposal, the Proponent had instructed or authorized As You Sow to submit the specific proposal to Chevron on the Proponent's behalf. The documentation should identify the specific proposal to be submitted.

Second, pursuant to Exchange Act Rule 14a-8(b), to be eligible to submit a proposal, the Proponent must be a Chevron stockholder, either as a registered holder or as a beneficial holder (i.e., a street name holder), and must have continuously held at least \$2,000 in market value or 1% of Chevron's shares entitled to be voted on the proposal at the annual meeting for at least one year as of the date the proposal is submitted. Chevron's stock records for its registered holders do not indicate that the Proponent is a registered holder. Exchange Act Rule 14a-8(b)(2) and SEC staff guidance provide that if the Proponent is not a registered holder the Proponent must prove share position and eligibility by submitting to Chevron either:

1. a written statement from the "record" holder of the Proponent's shares (usually a broker or bank) verifying that the Proponent has continuously held the required value or number of shares for at least the one-year period preceding and including the date the proposal was submitted, which was December 8, 2020; or
2. a copy of a filed Schedule 13D, Schedule 13G, Form 3, Form 4, Form 5, or amendments to those documents or updated forms, reflecting Proponent ownership of the required value or number of shares as of or before the date on which the one-year eligibility period begins and any subsequent amendments reporting a change in ownership level, along with a written statement that the Proponent has owned the required value or number of shares continuously for at least one year as of the date the proposal was submitted (December 8, 2020).

Your letter did not include proof of the Proponent's ownership of Chevron stock. By this letter, I am requesting that you provide to us acceptable documentation that the Proponent has held the required value or number of shares to submit a proposal continuously for at least the one-year period preceding and including the December 8, 2020 date the proposal was submitted.

In this regard, I direct your attention to the SEC's Division of Corporation Finance Staff Legal Bulletin No. 14 (at C(1)(c)(1)-(2)), which indicates that, for purposes of Exchange Act Rule 14a-8(b)(2), written statements verifying ownership of shares "must be from the record holder of the shareholder's securities, which is usually a broker or bank." Further, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.), and the Division of Corporation Finance advises that, for purposes of Exchange Act Rule 14a-8(b)(2), only DTC participants or affiliates of DTC participants "should be viewed as 'record' holders of securities that are deposited at DTC." (Staff Legal Bulletin No. 14F at B(3) and No. 14G



at B(1)-(2)). (Copies of these and other Staff Legal Bulletins containing useful information for proponents when submitting proof of ownership to companies can be found on the SEC's web site at: <http://www.sec.gov/interp/legals.shtml>.) You can confirm whether the Proponent's broker or bank is a DTC participant by asking the broker or bank or by checking DTC's participant list, which is available at <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.pdf>

Please note that if the Proponent's broker or bank is not a DTC participant, then you need to submit proof of ownership from the DTC participant through which the shares are held verifying that the Proponent has continuously held the requisite number of Chevron shares for at least the one-year period preceding and including the date the proposal was submitted (December 8, 2020). You should be able to find out or confirm the identity of the DTC participant by asking the Proponent's broker or bank.

**Consistent with the above, if the Proponent intends to demonstrate ownership by submitting a written statement from the "record" holder of the Proponent's shares, please provide to us a written statement from the DTC participant record holder of the Proponent's shares verifying (a) that the DTC participant is the record holder, (b) the number of shares held in the Proponent's name, and (c) that the Proponent has continuously held the required value or number of Chevron shares for at least the one-year period preceding and including December 8, 2020, the date the proposal was submitted. Additionally, if the DTC participant that holds the Proponent's shares is not able to confirm individual holdings but is able to confirm the holdings of the Proponent's broker or bank, then the Proponent will need to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that, for at least the one-year period preceding and including the date the proposal was submitted (December 8, 2020), the requisite number of Chevron shares were continuously held. The first statement should be from the Proponent's broker or bank confirming the Proponent's ownership. The second statement should be from the DTC participant confirming the broker or bank's ownership.**

**Your response may be sent to my attention by U.S. Postal Service or overnight delivery at the address above or by email ([cbutner@chevron.com](mailto:cbutner@chevron.com)). Pursuant to Exchange Act Rule 14a-8(f), your response must be postmarked or transmitted electronically no later than 14 days from the date you receive this letter.**

Copies of Exchange Act Rule 14a-8 and Staff Legal Bulletin No. 14F are enclosed for your convenience. Thank you, in advance, for your attention to this matter.

Sincerely,



Christopher A. Butner

**From:** [Butner, Christopher A \(CButner\)](#)  
**To:** [Lila Holzman](#)  
**Subject:** Chevron  
**Date:** Wednesday, December 16, 2020 10:47:05 AM  
**Attachments:** [Schubiner 12 16 20.pdf](#)

---

Please see the attached.

Best regards,  
Chris

**Christopher A. Butner**

Chevron Corporation  
6001 Bollinger Canyon Road, Rm T-3188  
San Ramon, CA 94583  
(925) 842-2796--Direct  
(415) 238-1172--Cell  
[cbutner@chevron.com](mailto:cbutner@chevron.com)

**This message may contain privileged and/or confidential information; please handle and protect it appropriately.** If you are not the intended recipient, or the person responsible for delivering it to the intended recipient, you are hereby notified that any disclosure, copying, distribution or use of any of the information contained in or attached to this transmission is STRICTLY PROHIBITED. If you have received this message in error, please notify me immediately, and destroy the original message, including any attachments, without reading them.





**Christopher A. Butner**  
Assistant Secretary and Securities/Corporate Governance Counsel

December 16, 2020

Sent via email and overnight delivery:

[lholtzman@asyousow.org](mailto:lholtzman@asyousow.org)

Lila Holzman  
2150 Kittredge St. Suite 450,  
Berkeley, CA 94704

Re: Stockholder Proposal

Dear Ms. Holzman,

On December 8, 2020, we received your letter co-filing a stockholder proposal for As You Sow acting on behalf of Jeffrey M Schubiner INH IRA, Bene of Lorraine Schubiner ("Proponent"), for inclusion in Chevron's proxy statement and proxy for its 2021 annual meeting of stockholders. By way of rules adopted pursuant to the Securities Exchange Act of 1934, the U.S. Securities and Exchange Commission has prescribed certain procedural and eligibility requirements for the submission of proposals to be included in a company's proxy materials. I write to provide notice of certain defects in your submission, as detailed below, and ask that you provide to us documents sufficient to remedy these defects.

First, your letter did not include sufficient documentation demonstrating that As You Sow had the legal authority to submit the proposal on behalf of the Proponent as of the date the proposal was submitted (December 8, 2020). In Staff Legal Bulletin No. 14I (Nov. 1, 2017) ("SLB 14I"), the SEC's Division of Corporation Finance ("Division") noted that proposals submitted by proxy, such as the proposal, may present challenges and concerns, including "concerns raised that stockholders may not know that proposals are being submitted on their behalf." Accordingly, in evaluating whether there is a basis to exclude a proposal under the eligibility requirements of Rule 14a-8(b), as addressed below, SLB 14I states that in general the Division would expect any stockholder who submits a proposal by proxy to provide documentation to:

- identify the stockholder-proponent and the person or entity selected as proxy;
- identify the company to which the proposal is directed;
- identify the annual or special meeting for which the proposal is submitted;
- identify the specific proposal to be submitted (e.g., proposal to lower the threshold for calling a special meeting from 25% to 10%); and
- be signed and dated by the stockholder.

The documentation that you provided with the proposal raises the concerns referred to in SLB 14I. Specifically, the proposal raises the concerns referred to in SLB 14I



because the documentation from the Proponent purporting to authorize As You Sow to act on the Proponent's behalf does not identify the specific proposal to be submitted. To remedy these defects, the Proponent should provide documentation that confirms that as of the date you submitted the proposal, the Proponent had instructed or authorized As You Sow to submit the specific proposal to Chevron on the Proponent's behalf. The documentation should identify the specific proposal to be submitted.

Second, pursuant to Exchange Act Rule 14a-8(b), to be eligible to submit a proposal, the Proponent must be a Chevron stockholder, either as a registered holder or as a beneficial holder (i.e., a street name holder), and must have continuously held at least \$2,000 in market value or 1% of Chevron's shares entitled to be voted on the proposal at the annual meeting for at least one year as of the date the proposal is submitted. Chevron's stock records for its registered holders do not indicate that the Proponent is a registered holder. Exchange Act Rule 14a-8(b)(2) and SEC staff guidance provide that if the Proponent is not a registered holder the Proponent must prove share position and eligibility by submitting to Chevron either:

1. a written statement from the "record" holder of the Proponent's shares (usually a broker or bank) verifying that the Proponent has continuously held the required value or number of shares for at least the one-year period preceding and including the date the proposal was submitted, which was December 8, 2020; or
2. a copy of a filed Schedule 13D, Schedule 13G, Form 3, Form 4, Form 5, or amendments to those documents or updated forms, reflecting Proponent ownership of the required value or number of shares as of or before the date on which the one-year eligibility period begins and any subsequent amendments reporting a change in ownership level, along with a written statement that the Proponent has owned the required value or number of shares continuously for at least one year as of the date the proposal was submitted (December 8, 2020).

Your letter did not include proof of the Proponent's ownership of Chevron stock. By this letter, I am requesting that you provide to us acceptable documentation that the Proponent has held the required value or number of shares to submit a proposal continuously for at least the one-year period preceding and including the December 8, 2020 date the proposal was submitted.

In this regard, I direct your attention to the SEC's Division of Corporation Finance Staff Legal Bulletin No. 14 (at C(1)(c)(1)-(2)), which indicates that, for purposes of Exchange Act Rule 14a-8(b)(2), written statements verifying ownership of shares "must be from the record holder of the shareholder's securities, which is usually a broker or bank." Further, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.), and the Division of Corporation Finance advises that, for purposes of Exchange Act Rule 14a-8(b)(2), only DTC participants or affiliates of DTC participants "should be viewed as 'record' holders of

securities that are deposited at DTC." (Staff Legal Bulletin No. 14F at B(3) and No. 14G at B(1)-(2)). (Copies of these and other Staff Legal Bulletins containing useful information for proponents when submitting proof of ownership to companies can be found on the SEC's web site at: <http://www.sec.gov/interps/legal.shtml>.) You can confirm whether the Proponent's broker or bank is a DTC participant by asking the broker or bank or by checking DTC's participant list, which is available at <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.pdf>

Please note that if the Proponent's broker or bank is not a DTC participant, then you need to submit proof of ownership from the DTC participant through which the shares are held verifying that the Proponent has continuously held the requisite number of Chevron shares for at least the one-year period preceding and including the date the proposal was submitted (December 8, 2020). You should be able to find out or confirm the identity of the DTC participant by asking the Proponent's broker or bank.

**Consistent with the above, if the Proponent intends to demonstrate ownership by submitting a written statement from the "record" holder of the Proponent's shares, please provide to us a written statement from the DTC participant record holder of the Proponent's shares verifying (a) that the DTC participant is the record holder, (b) the number of shares held in the Proponent's name, and (c) that the Proponent has continuously held the required value or number of Chevron shares for at least the one-year period preceding and including December 8, 2020, the date the proposal was submitted. Additionally, if the DTC participant that holds the Proponent's shares is not able to confirm individual holdings but is able to confirm the holdings of the Proponent's broker or bank, then the Proponent will need to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that, for at least the one-year period preceding and including the date the proposal was submitted (December 8, 2020), the requisite number of Chevron shares were continuously held. The first statement should be from the Proponent's broker or bank confirming the Proponent's ownership. The second statement should be from the DTC participant confirming the broker or bank's ownership.**

**Your response may be sent to my attention by U.S. Postal Service or overnight delivery at the address above or by email ([cbutner@chevron.com](mailto:cbutner@chevron.com)). Pursuant to Exchange Act Rule 14a-8(f), your response must be postmarked or transmitted electronically no later than 14 days from the date you receive this letter.**

Copies of Exchange Act Rule 14a-8 and Staff Legal Bulletin No. 14F are enclosed for your convenience. Thank you, in advance, for your attention to this matter.

Sincerely,



Christopher A. Butner

**From:** Gail Follansbee <gail@asyousow.org>

**Sent:** Wednesday, December 30, 2020 4:34 PM

**To:** Butner, Christopher A (CButner) <CButner@chevron.com>

**Cc:** Lila Holzman <lholzman@asyousow.org>; Danielle Fugere <DFugere@asyousow.org>;  
Shareholder Engagement <shareholderengagement@asyousow.org>

**Subject:** [**\*\*EXTERNAL\*\***] Chevron - Shareholder Proposal

Hello Chris-

Lila Holzman forwarded your deficiency notice to me to respond to.

Attached, please find documentation regarding Proof of Ownership as well as authorization confirmation for shareholder **Andrew Behar**.

Please note that the co-filer: **Jeffrey M Schubiner INH IRA, Bene of Lorraine Schubiner** will no longer be participating in this proposal.

Please confirm receipt and let us know if any deficiencies remain.

Best,  
Gail

**Gail Follansbee** (she/her)

**Coordinator, Shareholder Relations**

**As You Sow**

2150 Kittredge St., Suite 450

Berkeley, CA 94704

(510) 735-8139 (direct line) ~ (650) 868-9828 (cell)

[gail@asyousow.org](mailto:gail@asyousow.org) | [www.asyousow.org](http://www.asyousow.org)



December 18, 2020

Gail Follansbee  
Coordinator, Shareholder Relations  
As You Sow  
2150 Kittredge St., Suite 450  
Berkeley, CA 94704

**Re: Addendum to Authorization to File Shareholder Resolution**

Dear Ms. Follansbee,

As an addendum to the previously provided shareholder authorization letter, this letter serves to confirm that as of 12/08/2020, the undersigned had authorized As You Sow (AYS) to file, co-file, or endorse the shareholder resolution identified below on Stockholder's behalf with the identified company, and that it be included in the proxy statement as specified below, in accordance with Rule 14-a8 of the General Rules and Regulations of the Securities and Exchange Act of 1934.

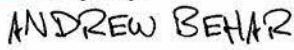
The Stockholder: Andrew Behar

Company: Chevron

Annual Meeting/Proxy Statement Year: 2021

Resolution Subject: Request to improve climate related audit procedures, specifically, requesting that Chevron provide a report that is supported by reasonable assurance from an independent auditor regarding the impact of a net zero scenario on the company's financial assumptions.

Sincerely,

DocuSigned by:  
  
AE21D05EE57E4E1

Name: Andrew Behar

Title: Shareholder



Wealth  
Management

December 30, 2020

Andrew Behar

\*\*\*

\*\*\*

To Andrew:

RBC Capital Markets, LLC, acts as custodian for Andrew Behar.

We are writing to verify that our books and records reflect that, as of market close on December 8, 2020, Andrew Behar owned 35.4913 shares of Chevron (Cusip# 166764100) representing a market value of approximately \$3,033.44 and that, Andrew Behar has owned such shares since 11/25/2011. We are providing this information at the request of Andrew Behar in support of its activities pursuant to rule 14a-8(a)(1) of the Securities Exchange Act of 1934.

In addition, we confirm that we are a DTC participant.

Should you require further information, please contact me directly at 415-445-8230

Sincerely,

A handwritten signature in cursive script that reads 'Justin Klueger'.

Justin Klueger  
Financial Manager



**EXHIBIT B**

**From:** Mark van Baal | Follow This <markvanbaal@follow-this.org>

**Sent:** Friday, December 04, 2020 5:23 AM

**To:** Francis, Mary A. (MFrancis) <MFrancis@chevron.com>; Butner, Christopher A (CButner) <CButner@chevron.com>

**Cc:** Rubio, Michael <MichaelRubio@chevron.com>; maartenvandeweijs@follow-this.org; Betsy Middleton <betsymiddleton@follow-this.org>

**Subject:** [**\*\*EXTERNAL\*\***] Shareholder proposal for 2021 annual meeting

Dear Mary and Chris,

We hope this mail finds you well in these extraordinary times.

We hereby submit the attached shareholder resolution for inclusion in the proxy materials of the 2021 AGM.

Attached to this email are:

- One document containing a cover letter, the shareholder resolution, and proof of ownership from our broker.
- Digital signature logs for verification of the signed documents.

We look forward to hearing from you soon.

Kindly confirm receipt of this e-mail.

For now: have a nice weekend.

With best regards, Mark

Mark van Baal | Follow This | + 31 6 22 42 45 42



04 December 2020

Mary Francis  
Corporate Secretary  
Chevron Corporation  
6001 Bollinger Canyon Road  
San Ramon, CA 94583, USA  
cc: Christopher Butner, Michael Rubio



Re: Shareholder proposal for 2021 annual meeting

Dear Ms. Francis,

We submit the enclosed shareholder proposal for inclusion in the proxy statement that Chevron Corporation plans to circulate to shareholders in anticipation of the 2021 annual meeting. The proposal is being submitted in accordance with SEC Rule 14a-8 and relates to climate change policies.

Follow This is located at Anthony Fokkerweg 1, 1059 CM Amsterdam, The Netherlands. Follow This has beneficially owned more than \$2,000 worth of Chevron common stock for longer than a year.

A letter from BinckBank, the record holder, confirming that ownership, is enclosed. Follow This intends to continue ownership of at least \$2,000 worth of Chevron common stock through the date of the 2021 annual meeting, which a representative is prepared to attend.

We would be pleased to discuss the issues presented by this proposal with you. If you require any additional information, please advise.

Sincerely,

*Mark van Baal*

Mark van Baal  
Founder-Director  
Follow This

Attachments: Shareholder proposal, proof of ownership documentation



Resolution at 2021 AGM of Chevron Corporation (“the company”)

Filed by Follow This

WHEREAS: We, the shareholders, must protect our assets against devastating climate change, and we therefore support companies to substantially reduce greenhouse gas (GHG) emissions.

RESOLVED: Shareholders request the Company to substantially reduce the greenhouse gas (GHG) emissions of their energy products (Scope 3) in the medium- and long-term future, as defined by the Company.

To allow maximum flexibility, nothing in this resolution shall serve to micromanage the Company by seeking to impose methods for implementing complex policies in place of the ongoing judgement of management as overseen by its board of directors.

You have our support.

SUPPORTING STATEMENT: The policies of the energy industry are crucial to curbing climate change. Therefore, shareholders support oil and gas companies to change course; to substantially reduce emissions.

#### **Fiduciary duty**

As shareholders, we understand this support to be part of our fiduciary duty to protect all assets in the global economy from devastating climate change. Climate-related risks are a source of financial risk, and therefore limiting global warming is essential to risk management and responsible stewardship of the economy.

We therefore support the Company to reduce the emissions of their energy products (Scope 3). Reducing emissions from the use of energy products is essential to limiting global warming.

#### **An increasing number of investors insist on reductions of all emissions**

Shell, BP, Equinor, and Total have already adopted Scope 3 ambitions. Backing from investors that insist on reductions of all emissions continues to gain momentum; in 2020, an unprecedented number of shareholders voted for climate resolutions. It is evident that a growing group of investors across the energy sector is uniting behind visible and unambiguous support for reductions of all emissions.

Nothing in this resolution shall limit the Company's powers to set and vary their strategy or take any action which they believe in good faith would best contribute to reducing GHG emissions.

We believe that the Company could lead and thrive in the energy transition. We therefore encourage you to reduce emissions, inspiring society, employees, shareholders, and the energy sector, and allowing the company to meet an increasing demand for energy while reducing GHG emissions to levels consistent with curbing climate change.

You have our support.



**EXHIBIT C**

**From:** McKenzie Ursch \*\*\*

**Sent:** Friday, December 04, 2020 7:48 AM

**To:** Francis, Mary A. (MFrancis) <MFrancis@chevron.com>; Butner, Christopher A (CButner) <CButner@chevron.com>; Rubio, Michael <MichaelRubio@chevron.com>

**Subject:** [\*\*EXTERNAL\*\*] Submission of shareholder resolution for 2021 AGM

Dear Ms. Francis, Mr. Butner and Mr. Rubio,

I hope this finds you all well, and that you all are safely away from the recently ignited wildfires in California. Dire times indeed.

I hereby submit the attached shareholder resolution on behalf of Benta B.V., who has authorized me to co-file, and otherwise act as representative.

Attached to this e-mail are the following:

- One document which includes a covering letter, the shareholder proposal, a letter authorizing me to file on behalf of Benta B.V., and a letter demonstrating proof of ownership of the requisite amount of shares
- Digital signature logs for all signed documents.

I look forward to hearing from you, and am open to discussing the resolution and strategy of Chevron.

As I have corresponded with Chevron on behalf of Follow This, it should be noted that I file this resolution on behalf of the shareholder without association to Follow This.

Kindly confirm receipt of this email.

Sincerely,

McKenzie Ursch

04 December 2020

Mary Francis  
Corporate Secretary  
Chevron Corporation  
6001 Bollinger Canyon Road  
San Ramon, CA 94583, USA  
cc: Christopher Butner, Michael Rubio

Re: Shareholder proposal for 2021 annual meeting

Dear Ms. Francis,

On behalf of Benta B.V., I submit the enclosed shareholder proposal for inclusion in the proxy statement that Chevron Corporation plans to circulate to shareholders in anticipation of the 2021 annual meeting. The proposal is being submitted in accordance with SEC Rule 14a-8 and relates to climate change policies.

Benta B.V. is located at Sneekerpadi 4, 8651 NE, IJlst, Friesland, The Netherlands. They have beneficially owned more than \$2,000 worth of Valero common stock for over one year, and intend to continue ownership of these shares through the date of the 2021 annual meeting, which a representative is prepared to attend.

In addition to the proposal, two documents have been included with this letter. The first is a letter from Rabobank, the record holder, confirming the aforementioned ownership. The second is a letter from Benta B.V. authorizing me to file the resolution and otherwise act on their behalf.

We would be pleased to discuss the issues presented by this proposal with you. If you require any additional information, please advise.

Sincerely,

*McKenzie Ursch*

McKenzie Ursch  
On behalf of Benta B.V.

Shareholder resolution at 2021 AGM of Chevron Corporation (“the company”)

Filed on behalf of Benta B.V.

**WHEREAS:** In the coming decades, the world will reduce greenhouse gas (GHG) emissions to curb climate change. Companies that fail to reduce overall emissions will incur substantial financial risks, especially fossil fuel companies.

**RESOLVED:** Shareholders request the company to address the risks and opportunities presented by the global transition towards a lower emissions energy system by devising a method to set emissions reduction targets covering the greenhouse gas (GHG) emissions of the company’s operations as well as their energy products (Scope 1, 2, and 3).

**You have our support.**

**SUPPORTING STATEMENT:** As responsible shareholders we perceive the increasing business risks to companies in the fossil fuel exploration and production sector. Fossil fuel companies are increasingly subject to GHG emission regulations, face climate change litigation, and encounter new competitors in the energy transition from fossil fuels to renewable energy. Meanwhile, the energy transition also provides great opportunities. Companies that are willing and able to engage in innovations and reforms are likely to survive and thrive.

We, the shareholders, therefore support Chevron in devising a method to reduce all emissions (Scope 1, 2, and 3). Reducing emissions is one of the most simple and least prescriptive ways to address financial risks and opportunities.

The global political pledge to curb climate change, the resulting future regulations for the fossil fuel industry to reduce their overall emissions, and the decreasing costs of renewable energy add to the risk that capital expenditures in fossil fuel projects will become stranded assets. Furthermore, fossil fuel companies are increasingly sued for their role in the climate crisis: not only for their Scope 1 and 2 emissions but also for their Scope 3 emissions.

Backing from investors that insist on Paris-consistent targets for all emissions (Scope 1, 2, and 3) continues to gain momentum; in Europe, in 2020, an unprecedented number of shareholders voted for climate targets resolutions.

Reducing absolute emissions from the use of energy products (Scope 3) is essential in curbing global warming. The company’s financial performance currently depends greatly on the price of oil. Diversification in renewable energy is an increasingly viable opportunity to decrease risks.

Taking the above points into consideration, we encourage you to set targets that are inspirational for society, employees, shareholders, and the energy sector, allowing the company to meet an increasing demand for energy while reducing GHG emissions.

**You have our support.**