

Noble Energy, Inc. sent the following communication to its employees on August 31, 2020.



## Noble Energy's New Chapter as Part of a Larger, Stronger and More Diversified Company

Since announcing our merger with Chevron on July 20, our two teams have spent the last few weeks discussing the compelling benefits of the transaction with teammates, customers, government officials, local communities, shareholders and other stakeholders.



Chevron's Deal To Buy Noble Energy Opens To Rave Reviews

**Forbes**

Noble Energy's Stock Surges After Chevron Confirms \$5 Billion Buyout Deal

**MarketWatch**

Chevron's \$5 Billion Takeover Adds Key Shale And Offshore Assets

**OILPRICE**

Chevron Heralds New Dawn for Israeli Offshore Energy

**GLOBES**

### From The Media and Industry Experts... A Natural Partnership with Leading Assets and Global Scale

*Chevron's Infrastructure, Alongside Noble's Unmatched Mediterranean Assets, Creates Growth Prospects Domestically and in the Mediterranean Sea*

**TUDOR PICKERING HOULT & CO**

"The [Noble] portfolio offers a combination of 1) further geographic diversification of low cost of supply gas within the international portfolio, with long runway FCF; 2) further optionality within the short-cycle portfolio, modestly expanding the company's Permian footprint, with opportunities for further supplemental growth to the Permian via the DJ (in time)."

**Wood Mackenzie**

"Noble's position in Israel is the company's crown jewel. Israel will provide Chevron with a new core international geography that will rebalance the portfolio towards gas and provide a springboard to capture further upside potential in the region."

**Jefferies**

"Integration should be fairly seamless and the Israeli assets in particular have growth potential."

*This Combination Provides Security to Noble Energy in an Uncertain Environment and Offers Tremendous Upside Potential*

**Morgan Stanley**

"CVX's attractive currency provides long-term upside participation for NBL shareholders."

**THE WALL STREET JOURNAL**

"The deal certainly offers immediate perks for Noble Energy shareholders, who will benefit from Chevron's 6% dividend yield, a much more generous number than Noble's 0.8%."

**ENVERUS**

"For Noble shareholders, Chevron equity likely looks like a fine landing spot, even absent a cash sweetener, given Chevron's operational experience for the assets, balance sheet strength, and ability to fund dividends even in a tough market."

\*Permission to quote neither sought nor granted

### Complementary Cultures Will Ensure a Seamless Integration



"We also believe Chevron is an excellent cultural fit for Noble Energy, with a shared commitment to integrity and respect for our communities and the environment."

**David Stover, Noble Energy Chairman and CEO**



"Over the coming months, we expect to implement our integration plan with Noble's employees, who we know share a commitment for strong performance and getting results the right way, values ingrained in both our cultures."

**Michael Wirth, Chevron Chairman and CEO**

### A Diversified, Global Company With Tremendous Upside Together

"Chevron's global scale, diversified portfolio and financial strength will ensure the value of Noble Energy's assets is maximized... When you look at the financial strength now of this combined company, the broader capabilities to bring to our asset base ... we looked at it as an opportunity over the long term to create more value and actually enhance additional opportunities going forward."

**David Stover, Noble Energy Chairman and CEO**

"Bringing together the teams that are driving performance for both companies allows us to share best practices, learn from one another and look for efficiencies, particularly those of scale, that can help us improve even further."

**Michael Wirth, Chevron Chairman and CEO**

## Important Additional Information

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended. In connection with the potential transaction, Chevron filed a registration statement on Form S-4 with the Securities and Exchange Commission ("SEC") containing a preliminary prospectus of Chevron that also constitutes a preliminary proxy statement of Noble Energy. The Form S-4 was declared effective on August 26, 2020, and the definitive proxy statement was mailed to stockholders of Noble Energy on the same date. This communication is not a substitute for the proxy statement/prospectus or registration statement or for any other document that Chevron or Noble Energy may file with the SEC and send to Noble Energy's stockholders in connection with the potential transaction. INVESTORS AND SECURITY HOLDERS OF CHEVRON AND NOBLE ENERGY ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders are able to obtain free copies of the proxy statement/prospectus and other documents filed with the SEC by Chevron or Noble Energy through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by Chevron are available free of charge on Chevron's website at <http://www.chevron.com/investors> and copies of the documents filed with the SEC by Noble Energy are available free of charge on Noble Energy's website at <http://investors.nblenergy.com>.

Chevron and Noble Energy and certain of their respective directors, certain of their respective executive officers and other members of management and employees may be considered participants in the solicitation of proxies with respect to the potential transaction under the rules of the SEC. Information about the directors and executive officers of Chevron is set forth in its Annual Report on Form 10-K for the year ended December 31, 2019, which was filed with the SEC on February 21, 2020, and its proxy statement for its 2020 annual meeting of stockholders, which was filed with the SEC on April 7, 2020. Information about the directors and executive officers of Noble Energy is set forth in its Annual Report on Form 10-K for the year ended December 31, 2019, which was filed with the SEC on February 12, 2020, and its proxy statement for its 2020 annual meeting of stockholders, which was filed with the SEC on March 10, 2020. These documents can be obtained free of charge from the sources indicated above. Additional information regarding the interests of such participants in the solicitation of proxies in respect of the potential transaction are included in the registration statement and proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.

### Forward-Looking Statements and Cautionary Statements

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements generally include statements regarding the potential transaction between Chevron and Noble Energy, including any statements regarding the expected timetable for completing the potential transaction, the ability to complete the potential transaction, the expected benefits of the potential transaction (including anticipated annual run-rate operating and other cost synergies and anticipated accretion to return on capital employed, free cash flow, and earnings per share), projected financial information, future opportunities, and any other statements regarding Chevron's and Noble Energy's future expectations, beliefs, plans, objectives, results of operations, financial condition and cash flows, or future events or performance. These statements are often, but not always, made through the use of words or phrases such as "anticipates," "expects," "intends," "plans," "targets," "forecasts," "projects," "believes," "seeks," "schedules," "estimates," "positions," "pursues," "may," "could," "should," "will," "budgets," "outlook," "trends," "guidance," "focus," "on schedule," "on track," "is slated," "goals," "objectives," "strategies," "opportunities," "poised," "potential" and similar expressions. All such forward-looking statements are based on current expectations of Chevron's and Noble Energy's management and therefore involve estimates and assumptions that are subject to risks, uncertainties and other factors that could cause actual results to differ materially from the results expressed in the statements. Key factors that could cause actual results to differ materially from those projected in the forward-looking statements include the ability to obtain the requisite Noble Energy stockholder approval; uncertainties as to the timing to consummate the potential transaction; the risk that a condition to closing the potential transaction may not be satisfied; the risk that regulatory approvals are not obtained or are obtained subject to conditions that are not anticipated by the parties; the effects of disruption to Chevron's or Noble Energy's respective businesses; the effect of this communication on Chevron's or Noble Energy's stock prices; the effects of industry, market, economic, political or regulatory conditions outside of Chevron's or Noble Energy's control; transaction costs; Chevron's ability to achieve the benefits from the proposed transaction, including the anticipated annual run-rate operating and other cost synergies and accretion to return on capital employed, free cash flow, and earnings per share; Chevron's ability to promptly, efficiently and effectively integrate acquired operations into its own operations; unknown liabilities; and the diversion of management time on transaction-related issues. Other important factors that could cause actual results to differ materially from those in the forward-looking statements are: changing crude oil and natural gas prices and demand for Chevron's or Noble Energy's products, and production curtailments due to market conditions; crude oil production quotas or other actions that might be imposed by the Organization of Petroleum Exporting Countries and other producing countries; public health crises, such as pandemics (including coronavirus (COVID-19)) and epidemics, and any related government policies and actions; changing economic, regulatory and political environments in the various countries in which the parties operate; general domestic and international economic and political conditions; changing refining, marketing and chemicals margins; Chevron's ability to realize anticipated cost savings, expenditure reductions and efficiencies associated with enterprise transformation initiatives; actions of competitors or regulators; timing of exploration expenses; timing of crude oil liftings; the competitiveness of alternate-energy sources or product substitutes; technological developments; the results of operations and financial condition of the parties suppliers, vendors, partners and equity affiliates, particularly during extended periods of low prices for crude oil and natural gas during the COVID-19 pandemic; the inability or failure of joint-venture partners to fund their share of operations and development activities; the potential failure to achieve expected net production from existing and future crude oil and natural gas development projects; potential delays in the development, construction or start-up of planned projects; the potential disruption or interruption of operations due to war, accidents, political events, civil unrest, severe weather, cyber threats, terrorist acts, or other natural or human causes beyond Chevron's control; the potential liability for remedial actions or assessments under existing or future environmental regulations and litigation; significant operational, investment or product changes required by existing or future environmental statutes and regulations, including international agreements and national or regional legislation and regulatory measures to limit or reduce greenhouse gas emissions; the potential liability resulting from pending or future litigation; Chevron's future acquisitions or dispositions of assets or shares or the delay or failure of such transactions to close based on required closing conditions; the potential for gains and losses from asset dispositions or impairments; government-mandated sales, divestitures, recapitalizations, industry-specific taxes, tariffs, sanctions, changes in fiscal terms or restrictions on scope of operations; foreign currency movements compared with the U.S. dollar; material reductions in corporate liquidity and access to debt markets; the receipt of required Board authorizations to pay future dividends; the effects of changed accounting rules under generally accepted accounting principles promulgated by rule-setting bodies; and Chevron's ability to identify and mitigate the risks and hazards inherent in operating in the global energy industry. Other unpredictable or unknown factors not discussed in this communication could also have material adverse effects on forward-looking statements. Noble Energy assumes no obligation to update any forward-looking statements, except as required by law. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof. Additional factors that could cause results to differ materially from those described above can be found in Noble Energy's most recent Annual Report on Form 10-K, as it may be updated from time to time by quarterly reports on Form 10-Q and current reports on Form 8-K, all of which are available on the Noble Energy's website at <http://investors.nblenergy.com/financial-information/sec-filings> and on the SEC's website at <http://www.sec.gov>, and in Chevron's most recent Annual Report on Form 10-K, as it may be updated from time to time by quarterly reports on Form 10-Q and current reports on Form 8-K, all of which are available on Chevron's website at <https://chevroncorp.gcs-web.com/financial-information/sec-filings> and on the SEC's website at <http://www.sec.gov>.