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January 19, 2024

VIA ONLINE SUBMISSION

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: Chevron Corporation
Stockholder Proposal of the As You Sow Foundation Fund et al.
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 2024 Annual Meeting of Stockholders (collectively, the "2024 Proxy Materials") a stockholder proposal (the "Proposal") and statement in support thereof (the "Supporting Statement") received from As You Sow on behalf of the As You Sow Foundation Fund and the Lisette Cooper 2015 Trust (the "Proponents").

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 2024 Proxy Materials with the Commission; and

- concurrently sent copies of this correspondence to the Proponents.

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 Proponents that if the Proponents elect to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of such correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

THE PROPOSAL

The Proposal states:

> RESOLVED: Shareholders request that Chevron annually report on divestitures of assets with material climate impact, including whether each asset purchaser discloses its GHG emissions and has 1.5°C aligned or other greenhouse gas reduction targets.

A copy of the Proposal is attached to this letter as Exhibit A.

BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Proposal properly may be excluded from the 2024 Proxy Materials pursuant to Rule 14a-8(i)(7) because the Proposal relates to the Company's ordinary business operations and the Proposal seeks to micromanage the Company.

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(i)(7) Because The Proposal Relates To The Company's Ordinary Business Operations.

The Company actively manages its portfolio through, among other actions, mergers, acquisitions, and divestments. The Company discloses information about the impact of its divestments on the Company's overall greenhouse gas ("GHG") emissions to the extent such information relates to the Company's operations. To be responsive to interest from some stakeholders, the aggregate impact of divestments in lowering the Company's carbon intensity is shown in the Company's Climate Change Resilience Report.[1]

Among the factors the Company considers when selling assets is finding a counterparty with suitable financial strength to acquire and operate the asset, as well as meet their future financial and other obligations. The Company does not divest assets solely in order to reduce its greenhouse gas emissions. Moreover, it is the Company's expectation that these acquiring entities will comply with applicable laws and regulations, including providing potential disclosures on climate-related issues.

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[1] *Available at* https://www.chevron.com/-/media/chevron/sustainability/documents/climate-change-resilience-report.pdf (the "Climate Change Resilience Report").

A. Background

Rule 14a-8(i)(7) permits a company to omit from its proxy materials a stockholder proposal that relates to the company's ordinary business operations. According to the Commission's release accompanying the 1998 amendments to Rule 14a-8, the term "ordinary business" "refers to matters that are not necessarily 'ordinary' in the common meaning of the word," but instead the term "is rooted in the corporate law concept providing management with flexibility in directing certain core matters involving the company's business and operations." Exchange Act Release No. 40018 (May 21, 1998) (the "1998 Release"). In the 1998 Release, the Commission stated that the underlying policy of the ordinary business exclusion is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting," and identified two central considerations that underlie this policy. *Id.* The first of those considerations is that "[c]ertain tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight." *Id*. The Commission stated that examples of tasks that implicate the ordinary business standard include "the management of the workforce, such as the hiring, promotion, and termination of employees, decisions on production quality and quantity, and the retention of suppliers." *Id*.

The second consideration relates to "the degree to which the proposal seeks to 'micromanage' the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment." *Id.*, *citing* Exchange Act Release No. 12999 (Nov. 22, 1976) (the "1976 Release"). The Proposal implicates both considerations.

Moreover, when assessing proposals under Rule 14a-8(i)(7), the Staff considers the terms of the resolution and its supporting statement as a whole. *See* Staff Legal Bulletin No. 14C, part D.2 (June 28, 2005) ("In determining whether the focus of these proposals is a significant social policy issue, we consider both the proposal and the supporting statement as a whole.").

Finally, a stockholder proposal being framed in the form of a request for a report does not change the nature of the proposal. The Commission has stated that a proposal requesting the dissemination of a report may be excludable under Rule 14a-8(i)(7) if the subject matter of the proposed report is within the ordinary business of the issuer. *See* Exchange Act Release No. 20091 (Aug. 16, 1983); *Johnson Controls, Inc.* (avail. Oct. 26, 1999) ("[w]here the subject matter of the additional disclosure sought in a particular proposal involves a matter of ordinary business . . . it may be excluded under [R]ule 14a-8(i)(7)."); *see also Ford Motor Co.* (avail. Mar. 2, 2004) (concurring with the exclusion of a proposal requesting that the company publish a report about global warming/cooling, where the report was required to

include details of indirect environmental consequences of its primary automobile manufacturing business).

B. The Proposal Is Excludable Because It Relates To Non-Extraordinary Transactions

Consistent with the first consideration described in the 1998 Release that certain matters "are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight," the Staff has consistently concurred with the exclusion of proposals addressing non-extraordinary transactions as they relate to a company's ordinary business operations. For example, in *General Electric Co.* (avail. Jan. 22, 2001), the Staff concurred with the exclusion of a stockholder proposal providing that "GE take steps to divest itself of NBC." The Staff noted in particular that the proposal "relat[ed] to ordinary business operations (i.e., the disposition of a business or assets not related to GE's core products and services)." Similarly, in *PepsiAmericas Inc.* (avail. Feb. 11, 2004), the Staff concurred with the exclusion of a proposal urging the company to consider "examining ownership alternatives for $ 270 million of [the company's] value destroying European assets . . . [and] returning [the company] to the market for control," finding that the proposal "relat[ed] to ordinary business matters, (i.e., maximizing shareholder value, general compensation matters, and transactions involving non-core assets)." Furthermore, in *Associated Estates Realty Corp.* (avail. Mar. 23, 2000), the proposal requested that the company's board institute a business plan that may include the "[d]isposition of non-core businesses and assets" as part of a plan to maximize stockholder value. The Staff concurred with the exclusion of the proposal under Rule 14a-8(i)(7) "because the proposal relates in part to ordinary business operations (e.g., the disposition of non-core businesses and assets)." In *Pinnacle West Capital Corp.* (avail. Mar. 28, 1990), the Staff concurred with the exclusion of a proposal requesting divestment of the company's banking, real estate and other assets in order to enhance stockholder value, noting that the proposal "appears to deal with matters relating to the conduct of the [c]ompany's ordinary business operations (i.e., the decision to separate [c]ompany assets not directly related to electric power production)."

The Staff also has consistently concurred that proposals that implicate *both* extraordinary and non-extraordinary transactions fall within a company's ordinary course of business and therefore are excludable under Rule 14a-8(i)(7). For example, in *Bank of America Corp.* (avail. Feb. 26, 2019), the Staff concurred with the exclusion under Rule 14a-8(i)(7) of a proposal requesting that the company "begin an orderly process of retaining advisors to study strategic alternatives and empower a committee of its independent directors to evaluate those alternatives with advisors in exercise of their fiduciary responsibilities to maximize shareholder value," with the Staff noting that the Proposal related to "both extraordinary transactions and non-extraordinary transactions." Similarly, in *Telular Corp.* (avail. Dec. 5,

2003), a proposal requested the appointment of a committee of independent directors "to explore strategic alternatives for maximizing shareholder value . . . including, but not limited to, a sale, merger, spinn-off [sic], split-off or divestiture of the [c]ompany or a division thereof." The Staff concurred with the proposal's exclusion, noting that it "appears to relate in part to non-extraordinary transactions." Likewise, in *Sears, Roebuck and Co.* (avail. Feb. 7, 2000), the Staff concurred with the exclusion of a proposal under Rule 14a-8(i)(7) because the proposal "appears to relate in part to nonextraordinary transactions," where the proposal requested that the company "hire an investment banking firm to arrange for the sale of all or parts of the [c]ompany" and the company argued that its board of directors could implement the proposal by "follow[ing] a course of action that is part of the usual or regular business operations of the [c]ompany: a sale of part of the [c]ompany." *See also Mid-Southern Bancorp, Inc.* (avail. Apr. 9, 2021) (concurring with the exclusion of a proposal under Rule 14a-8(i)(7) requesting that the company "hire a nationally known investment banking firm" to investigate selling or merging the company where the proposal was not expressly limited to extraordinary transactions); *FPL Group, Inc. (Recon.)* (avail. Mar. 17, 1989) (concurring with the exclusion of a proposal under the predecessor to Rule 14a-8(i)(7) requesting that the board take steps to separate certain subsidiaries from all of the company's other subsidiaries, with the Staff noting that the proposal "appears to deal with a matter relating to the conduct of the [c]ompany's ordinary business operations (i.e., the decision to divest operating units)").

In contrast, a proposal is not excludable under Rule 14a-8(i)(7) if it relates *solely* to an extraordinary transaction. *See, e.g.*, *Viacom Inc.* (avail. Mar. 30, 2007) (declining to concur with the exclusion of a proposal requesting a media company to divest a major film and television production and distribution studio "via sale or other extraordinary transaction"); *First Franklin Corp.* (avail. Feb. 22, 2006) (declining to concur with the exclusion of a proposal to engage the services of an investment banking firm to take all necessary steps to actively seek a sale or merger of the company); *Allegheny Valley Bancorp, Inc.* (avail. Jan. 3, 2001) (declining to concur with the exclusion of a proposal to retain an investment bank in order to solicit offers for the company's stock or assets and "present the highest cash offer to purchase the [company's] stock or assets to the shareholders for their acceptance or rejection of such offer"); *Quaker Oats Co.* (avail. Dec. 28, 1995) (declining to concur with the exclusion of a proposal requesting a food and beverage company to effect a transaction splitting the food and beverage businesses into "two separate and independent publicly owned corporations").

Here, the Proposal requests that the Company "annually report on divestitures of assets with material climate impact." As noted above, the Company routinely engages in divestments of various degrees of magnitude when managing its portfolio. Notwithstanding the Proposal's request for a report pertaining to "divestitures . . . with a material climate impact," the vast majority, if not all, of these divestitures are non-extraordinary transactions, and thus are part

of the Company's ordinary course business operations. This is evidenced by the fact that the Company does not need stockholder approval for them pursuant to Delaware law or under the Company's governing documents. Like the proposals addressed in *PepsiAmericas*, *General Electric*, *Associated Estates Realty*, and *Pinnacle West Capital*, all of which the Staff concurred were excludable under Rule 14a-8(i)(7) because they addressed the divestiture of non-core businesses or assets, the Proposal does not concern only extraordinary divestitures. Moreover, even if the Staff viewed the Proposal as implicating some extraordinary transactions, as noted above the Proposal still also concerns non-extraordinary transactions because the vast majority, if not all, of the Company's divestments are ordinary course business transactions. Finally, the reference to "divestitures . . . with a material climate impact" does not transform these transactions into extraordinary transactions. As noted in *General Electric* and the other precedent above, the test is whether a proposal related to the disposition of a business or assets is solely related to a company's core products and services, which is not the case with all Company divestitures that may have "a material climate impact." Thus, as with the proposals in *Bank of America*, *Telular Corp.* and *Sears, Roebuck & Co.* that the Staff found to be excludable because they related to both extraordinary and non-extraordinary transactions, the Proposal is not limited to extraordinary transactions and may properly be excluded under Rule 14a-8(i)(7).

C. The Proposal Does Not Focus On A Significant Social Policy Issue That Transcends The Company's Ordinary Business Operations

In the 1998 Release, the Commission reaffirmed the standards for when proposals are excludable under the "ordinary business" provision that the Commission had initially articulated in the 1976 Release. In the 1998 Release, the Commission also distinguished proposals pertaining to ordinary business matters that are excludable under Rule 14a-8(i)(7) from those that "focus on" significant social policy issues. The Commission stated, "proposals relating to [ordinary business] matters but focusing on sufficiently significant social policy issues (e.g., significant discrimination matters) generally would not be considered to be excludable, because the proposals would transcend the day-to-day business matters and raise policy issues so significant that it would be appropriate for a shareholder vote." 1998 Release.

In Staff Legal Bulletin No. 14L (Nov. 3, 2021) ("SLB 14L"), the Staff stated that it "will realign its approach for determining whether a proposal relates to 'ordinary business' with the standard the Commission initially articulated in [the 1976 Release], which provided an exception for certain proposals that raise significant social policy issues, and which the Commission subsequently reaffirmed in the 1998 Release." In addition, the Staff stated that in administering Rule 14a-8(i)(7), the Staff "will instead focus on the social policy significance of the issue that is the subject of the shareholder proposal" and "consider

whether the proposal raises issues with a broad societal impact, such that they transcend the ordinary business of the company." *Id.*

The Proposal relates to the information the Company reports regarding its ordinary course business transactions and therefore does not raise an issue with a "broad societal impact." As noted above, the Company already discloses information about the impact of its divestitures on the Company's overall GHG emissions to the extent such information relates to the Company's operations. The Proposal does not "transcend the ordinary business of the [C]ompany" because the Proposal's stated concerns relate to information about the policies, goals and disclosures of third-party asset purchasers involved in the Company's ordinary course business transactions. The Proposal does not actually relate to the Company's GHG emissions reporting, disclosures or targets.

Exclusion of the Proposal under Rule 14a-8(i)(7) is consistent with precedent where the Staff has concurred that proposals touching on topics that might raise significant social policy issues—but that do not focus on or have only tangential implications for such issues—are not transformed from an otherwise ordinary business proposal into one that transcends ordinary business, and as such, remain excludable under Rule 14a-8(i)(7). For example, in *PetSmart, Inc.* (avail. Mar. 24, 2011), the proposal requested that the board require the company's suppliers to certify that they had not violated "the Animal Welfare Act, the Lacey Act, or any state law equivalents." The Staff concurred with exclusion, noting that "[a]lthough the humane treatment of animals is a significant policy issue, we note your view that the scope of the laws covered by the proposal is 'fairly broad in nature from serious violations such as animal abuse to violations of administrative matters such as record keeping.'" *See also Amazon.com, Inc.* (*Domini Impact Equity Fund)* (avail. Mar. 28, 2019) (concurring with the exclusion of a proposal requesting that the board annually report to stockholders "its analysis of the community impacts of [the company's] operations, considering near- and long-term local economic and social outcomes, including risks, and the mitigation of those risks, and opportunities arising from its presence in communities," noting that "the [p]roposal relates generally to 'the community impacts' of the [c]ompany's operations and does not appear to focus on an issue that transcends ordinary business matters"); *Dominion Resources, Inc.* (avail. Feb. 3, 2011) (concurring with the exclusion under Rule 14a-8(i)(7) of a proposal asking that the company promote "stewardship of the environment" by initiating a program to provide financing to home and small business owners for installation of rooftop solar or renewable wind power generation because the proposal related to "the products and services offered for sale by the company").

While the Staff has viewed some proposals focusing on climate-related matters as transcending ordinary business because they raise a significant social policy issue with a broad societal impact, merely referring to climate change in a proposal does not lead to that result. The Proposal's stated concerns relate to information about the policies, goals and

disclosures of third-party asset purchasers involved in the Company's ordinary course business transactions. The Proposal does not actually relate to the Company's GHG emissions reporting, disclosures, or targets. For these reasons, the Proposal fails to focus on a significant policy issue with respect to the Company and does not "transcend the ordinary business of the [C]ompany." SLB 14L. Thus, the Proposal may be excluded under Rule 14a-8(i)(7).

D. The Proposal Is Excludable Because It Seeks To Micromanage The Company

As explained above, the second consideration described in the 1998 Release states that micromanagement "may come into play in a number of circumstances, such as where the proposal involves intricate detail, or seeks to impose specific . . . methods for implementing complex policies." In SLB 14L, the Staff clarified that not all "proposals seeking detail" constitute micromanagement, and that going forward the Staff "will focus on the level of granularity sought in the proposal and whether and to what extent it inappropriately limits discretion of the board or management." Specifically, in assessing whether a proposal micromanages by seeking to impose specific methods for implementing complex policies, the Staff evaluates not just the wording of the proposal but also the action called for by the proposal and the manner in which the action called for under a proposal would affect a company's activities and management discretion. *See Deere & Co.* (avail. Jan. 3, 2022) and *The Coca-Cola Co.* (avail. Feb. 16, 2022) (each concurring with the exclusion of proposals with a broadly phrased request that required detailed and intrusive actions to implement). And in evaluating whether a proposal probes matters "too complex" for stockholders, as a group, to make an informed judgment, it may consider "the sophistication of investors generally on the matter, the availability of data, and the robustness of public discussion and analysis on the topic." SLB 14L. The Staff has stated that this "approach is consistent with the Commission's views on the ordinary business exclusion, *which is designed to preserve management's discretion on ordinary business matters* but not prevent shareholders from providing high-level direction on large strategic corporate matters." SLB 14L (emphasis added).

The Staff has applied this guidance to concur with the exclusion of proposals requesting the adoption of specific approaches to address climate change matters, with the extent to which the proposal permits the board or management to retain discretion being particularly relevant. In SLB 14L, the Staff indicated that when reviewing such proposals, it "would not concur in the exclusion of . . . proposals that suggest targets or timelines so long as the proposals *afford discretion to management as to how to achieve such goals*." (Emphasis added). SLB 14L cites *ConocoPhillips Co.* (avail. Mar. 19, 2021) as an example of its application of the micromanagement standard, noting that the proposal at issue did not micromanage the

company because it requested that the company address a particular issue but "did not *impose a specific method* for doing so." (Emphasis added).

Here, the Proposal first seeks to expand the scope of the Company's GHG emissions reporting beyond the Company's operations, as well as its customers' and suppliers' operations, to encompass entities with which the Company engages in routine, arm's-length divestiture transactions. As a result, "the level of granularity sought in the [P]roposal" means that the Proposal impermissibly micromanages the Company.

The Company already provides extensive disclosure related to its efforts at lowering the carbon intensity of its operations.[2] Indeed, as the Supporting Statement acknowledges, the Company even discloses information "show[ing] . . . that a portion of its operational greenhouse gas (GHG) emissions reductions comes from divestments." Put differently, the Company discloses information about the impact of its divestitures on the Company's overall GHG emissions to the extent such information relates to the Company's operations. The Proposal, however, seeks to expand the scope of the Company's GHG emissions reporting by seeking granular information about Company divestitures and the specific disclosures and policies of third-party entities with which the Company engages in arm's-length transactions. Notably, these entities are not necessarily customers or suppliers of the Company, such that this information would fall outside the reach of even Scope 3 GHG emissions reporting.

Developing appropriate GHG emissions reporting parameters requires complex principles, tradeoffs, and business goal considerations. For example, in *Amazon.com, Inc.* (avail. Apr. 7, 2023*, recon. denied* Apr. 20, 2023), the Staff concurred with the exclusion of a proposal requesting that the company measure and disclose Scope 3 GHG emissions where the proposal defined Scope 3 emissions to include the company's "full value chain inclusive of its physical stores and e-commerce operations and all products . . . sold by third party vendors." The company argued that the proposal addressed a complex, multifaceted issue by dictating a prescriptive standard for defining the company's Scope 3 emissions inventory that differed from both the approach the company believed to be best suited to the nature of its operations and the standards set forth in established frameworks. *See also Chubb Limited (Green Century)* (avail. Mar. 27, 2023) (concurring with the exclusion of a stockholder proposal requesting that the company adopt a policy for the timebound phase out of underwriting of new fossil fuel exploration and development projects because it inappropriately sought to interfere with the discretion of management and the board to implement the approach that in their business judgment would be the most effective manner for the company to holistically align itself with its climate-related goals).

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[2] *See, e.g.*, the Climate Change Resilience Report.

Like the proposal in *Amazon*, the Proposal would replace the judgment of the Company's management about the approach to GHG emissions reporting related to the Company's divestitures with the Proposal's prescriptive request for information about the disclosures and policies of third-party entities outside the Company's value chain. In this regard, the Proposal's prescriptive approach seeks information that is inconsistent with established frameworks that focus on GHG emissions *within* a company's value chain. As such, the Proposal does not provide the Company "high-level direction on large strategic corporate matters." Instead, just as with the proposal in *Amazon*, the Proposal addresses a complex, multifaceted issue by imposing a prescriptive standard that both differs from the approach the Company believes is best suited to the nature of the Company's operations and seeks information outside of the reporting boundaries of Scope 1, 2, and 3 as articulated in established frameworks for GHG emissions reporting.

Furthermore, the Proposal also seeks to dictate specific due diligence practices and factors that the Company must consider when evaluating ordinary course business divestitures. Specifically, the Proposal seeks to limit management's discretion in evaluating these divestitures by requiring the Company to "conduct[] climate-related due diligence on acquirers" so that the Company "screen[s] out acquirers that would increase the likelihood that transferred assets lead to higher global emissions." The Proposal thus eliminates the management-level discretion the Commission sought to preserve with the ordinary business exclusion by "impos[ing] a specific method" in how the Company conducts its ordinary business.

In applying the micromanagement prong of Rule 14a-8(i)(7), the Staff consistently has concurred that stockholder proposals that, like the Proposal, seek to micromanage a company by providing a specific method for implementing a proposal as a substitute for the judgment and discretion of management are excludable under Rule 14a-8(i)(7). For example, in *Rite Aid Corp.* (avail. Apr. 23, 2021, *recon. denied* May 10, 2021), the Staff concurred with the exclusion of a proposal that asked the board to adopt a policy that would prohibit equity compensation grants to senior executives when the company common stock had a market price lower than the grant date market price of any prior equity compensation grants to such executives. There, the company argued that the proposal prescribed specific limitations on the ability of its compensation committee "to make business judgments, without any flexibility or discretion," and restricted the compensation committee from "making any equity compensation grants to senior executives in certain instances without regard to circumstances and the [c]ommittee's business judgment." *See also SeaWorld Entertainment, Inc.* (avail. April 20, 2021) (concurring with exclusion of a proposal seeking a report on specific changes to the company's business to address animal welfare concerns); *SeaWorld Entertainment, Inc.* (avail. Mar. 30, 2017, *recon. denied* Apr. 17, 2017) (concurring with the exclusion of a proposal requesting the replacement of live orca exhibits with virtual reality experiences as "seek[ing] to micromanage the company by probing too deeply into matters

of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment").

Similarly, in *The Coca-Cola Co.* (avail. Feb. 16, 2022), the proposal requested that the company submit any proposed political statement to stockholders at the next stockholder meeting for approval prior to issuing the subject statement publicly. The company argued that the proposal thereby "dictate[d] the content of and process by which the [c]ompany may make certain public statements by interfering with and impermissibly limiting the fundamental discretion of management to decide upon and exercise the corporate right to speech, and instead impose[d] a time-consuming and unnecessary process." The Staff concurred with the proposal's exclusion, as it "micromanage[d] the [c]ompany." In *Texas Pacific Land Corp. (Recon.)* (avail. Oct. 5, 2021), the Staff granted exclusion of a proposal that would have required that the company "establish a goal of achieving a 95% profit margin." Though no Staff response letter was issued, the company argued that "the profit margin strategy of the [c]ompany" was a "matter fundamental to management's choices relevant to its revenues and expenditures in the context of the broader strategy of the [c]ompany," and that the proposal, by "mandating a very specific strategic goal" that was not informed by a "deep understanding of the [c]ompany's operations, growth opportunities and the industry as a whole," would "circumvent[] management's expertise and fiduciary duties," ultimately micromanaging the company.

Like the precedents discussed above, implementation of the Proposal would involve replacing management's judgments and decisions on matters that are intimately tied to the Company's business goals and operations with a process dictated by the Proposal. The Supporting Statement expressly states that in order to address the Proposal, the Company "should follow best practices for divestitures, including conducting climate-related due diligence on acquirers, such as emissions reporting practices and emission reduction targets." As discussed above, the Company routinely engages in ordinary course divestitures. The Company's decisions about its due diligence practices and the appropriate information to consider and disclose in connection with these many complex and multifaceted transactions around the globe are direct functions of management's business judgment and expertise and deep understanding of the Company's operations, growth opportunities and the industry as a whole. Like the proposal in *Coca-Cola*, the Proposal "dictates the content of and process by which" the Company may exercise a fundamental corporate business function. As such, the attempt by the Proposal to prescribe the Company's due diligence practices, information considered as part of these transactions and the content of its disclosures implicates issues that are fundamental to Company strategy and therefore not appropriate for direct stockholder oversight. These are exactly the types of day-to-day operational decisions that the 1998 Release and SLB 14L recognized as appropriate for exclusion under Rule 14a-8(i)(7).

CONCLUSION

Based upon the foregoing analysis, the Company intends to exclude the Proposal from its 2024 Proxy Materials, and we respectfully request that the Staff concur that the Proposal may be excluded under Rule 14a-8.

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. 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 Senior Counsel, at (925) 842-2796.

Sincerely,

Elizabeth A. Ising

Enclosures

cc: Christopher A. Butner, Chevron Corporation
Danielle Fugere, As You Sow
Parker Caswell, As You Sow
Lisette Cooper

EXHIBIT A

AS YOU SOW [redacted]

www.asyousow.org
BUILDING A SAFE, JUST, AND SUSTAINABLE WORLD SINCE 1992

VIA FEDEX & EMAIL

December 13, 2023

Mary A. Francis
Corporate Secretary and Chief Governance Officer
Chevron Corporation
6001 Bollinger Canyon Road,
San Ramon, CA 94583- 2324
[redacted]

Dear Ms. Francis,

As You Sow® is submitting the attached shareholder proposal using shares owned by the As You Sow Foundation Fund ("Proponent"), a shareholder of Chevron Corporation, for a vote at Chevron's 2024 annual shareholder meeting. This proposal requests that Chevron annually report on divestitures of assets with material climate impact, including whether each asset purchaser discloses its GHG emissions and has 1.5°C aligned or other greenhouse gas reduction targets

The As You Sow Foundation Fund meets Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934 requirements including the continuous ownership of over $25,000 worth of Company stock, with voting rights, which the As You Sow Foundation Fund has held continuously for over one year and will continue to hold through the date of the Company's annual meeting in 2024.

The As You Sow Foundation Fund supports this proposal and a representative of *As You Sow* 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. Danielle Fugere, President and Chief Counsel, at [redacted] and Parker Caswell, Climate & Energy Associate at [redacted] are the contact persons on behalf of *As You Sow* for this proposal. Ms. Fugere and Mr. Caswell, are available for a meeting with the Company regarding this shareholder proposal at the following days/times: January 5, 2024 at 9:00am Pacific Time or January 9, 2024 at 1:30pm Pacific Time.

Please also send all correspondence regarding this proposal to
[redacted].

Sincerely,

Andrew Behar
CEO, *As You Sow*

Enclosures
- Shareholder Proposal

cc: [redacted]

AS YOU SOW [redacted]

www.asyousow.org
BUILDING A SAFE, JUST, AND SUSTAINABLE WORLD SINCE 1992

VIA FEDEX & EMAIL

December 13, 2023

Mary A. Francis
Corporate Secretary and Chief Governance Officer
Chevron Corporation
6001 Bollinger Canyon Road,
San Ramon, CA 94583- 2324
[redacted]

Dear Ms. Francis,

As You Sow® is co-filing a shareholder proposal on behalf of the following Chevron Corporation shareholders for action at the next annual meeting of Chevron:

- Lisette Cooper 2015 Trust
- Yagan Family Foundation

Shareholders are co-filers of the enclosed proposal with As You Sow Foundation Fund who is the Proponent of the proposal. *As You Sow* has submitted the enclosed shareholder proposal on behalf of Proponent for inclusion in the 2024 proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. Co-filers will either: (a) be available on the dates and times offered by the Proponent for an initial meeting, or (b) authorize *As You Sow* to engage with the Company on their behalf, within the meaning of Rule 14a-8(b)(iii)(B).

As You Sow is authorized to act on Lisette Cooper 2015 Trust's or Yagan Family Foundation's behalf with regard to withdrawal of the proposal. A representative of the lead filer will attend the stockholders' meeting to move the resolution as required.

Letters authorizing *As You Sow* to act on co-filers' behalf is/are enclosed.

We are hopeful that the issue raised in this proposal can be resolved. To schedule a dialogue, please contact Danielle Fugere, President and Chief Counsel, at [redacted] and Parker Caswell, Climate & Energy Associate at [redacted] Please send all correspondence **with a copy to** [redacted].

Sincerely,

Andrew Behar
CEO, *As You Sow*

Enclosures
- Shareholder Proposal
- Shareholder Authorization

cc: [redacted]

WHEREAS: In the aggregate, upstream oil and gas assets are moving from operators with stronger climate commitments to operators with weaker climate targets and disclosures.[1] Transferring emissions from one company to another may reduce balance sheet emissions, but it does not mitigate company or stakeholder exposure to climate risk or contribute to the goal of limiting global temperature rise to 1.5 degrees Celsius (1.5°C). The Glasgow Financial Alliance for Net Zero warns that divestment from high-emitting assets can "have the unintended consequence of prolonging the life of high-emitting assets and even worsen emissions profiles."[2] It is, therefore, essential that oil and gas operators adhere to industry-wide best climate practices for asset transfers and acquisition, such as reporting transferred emissions and working with buyers to ensure transferred assets retain climate standards.

Between 2016 and 2022, Chevron reports a 5.2% reduction in its portfolio carbon intensity.[3] However, between 2017 and 2021, Chevron sold more assets than any other American oil and gas company, ranking third globally among sellers.[4] Although Chevron shows in a graph that a portion of its operational greenhouse gas (GHG) emissions reductions comes from divestments,[5] Chevron provides no further information relating to its divested assets, including whether the purchasing entity has climate standards or emissions disclosures. This reporting gap leaves investors with an incomplete understanding of Chevron's actions to mitigate the Company's contribution to climate change.

To address this issue, Chevron should follow best practices for divestitures, including conducting climate-related due diligence on acquirers, such as emissions reporting practices and emission reduction targets. This assessment may allow for screening out of acquirers that would increase the likelihood that transferred assets lead to higher global emissions to ensure that buyers maintain or enhance existing climate standards for divested assets.[6]

By increasing transparency and reporting of GHG-related disclosures from asset transfers, Chevron can position itself as a leader on climate change, increase the legitimacy of the Company's climate targets, and provide essential information to its investors about Chevron's efforts to mitigate climate risk.

RESOLVED: Shareholders request that Chevron annually report on divestitures of assets with material climate impact, including whether each asset purchaser discloses its GHG emissions and has 1.5°C-aligned or other greenhouse gas reduction targets.

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[1] https://business.edf.org/files/Transferred-Emissions-How-Oil-Gas-MA-Hamper-Energy-Transition.pdf, p.17
[2] https://assets.bbhub.io/company/sites/63/2022/10/GFANZ-2022-Progress-Report.pdf, p. 36
[3] https://www.chevron.com/-/media/chevron/sustainability/documents/2021-climate-change-resilience-report.pdf, p.58; https://www.chevron.com/-/media/chevron/sustainability/documents/climate-change-resilience-report.pdf, p.66
[4] https://business.edf.org/files/Transferred-Emissions-How-Oil-Gas-MA-Hamper-Energy-Transition.pdf, p. 22
[5] https://www.chevron.com/-/media/chevron/sustainability/documents/climate-change-resilience-report.pdf, p.39
[6] https://business.edf.org/wp-content/blogs.dir/90/files/Climate-Principles-Asset-Transfer.pdf, p.3