

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

COMMISSIONERS: **Lina M. Khan, Chair**
 Rebecca Kelly Slaughter
 Alvaro M. Bedoya
 Melissa Holyoak
 Andrew Ferguson

)				
In the Matter of)				
)				
Chevron Corporation,)				DECISION AND ORDER
a corporation)				Docket No. C- 4814
)				
and)				
)				
Hess Corporation,)				
a corporation.)				
)				

DECISION

The Federal Trade Commission initiated an investigation of the proposed merger between Respondent Chevron Corporation and Hess Corporation (“Respondents”). The Commission’s Bureau of Competition prepared and furnished to Respondents the Draft Complaint, which it proposed to present to the Commission for its consideration. If issued by the Commission, the Draft Complaint would charge Respondents with violations of Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 45.

Respondents and the Bureau of Competition executed an Agreement Containing Consent Order (“Consent Agreement”) containing (1) an admission by Respondents of all the jurisdictional facts set forth in the Draft Complaint, (2) a statement that the signing of said agreement is for settlement purposes only and does not constitute an admission by Respondents that the law has been violated as alleged in the Draft Complaint, or that the facts as alleged in the Draft Complaint, other than jurisdictional facts, are true, (3) waivers and other provisions as required by the Commission’s Rules, and (4) a proposed Decision and Order.

The Commission considered the matter and determined that it had reason to believe that Respondents have violated the said Acts, and that a complaint should issue stating its charges in

that respect. The Commission accepts the executed Consent Agreement and places it on the public record for a period of 30 days for the receipt and consideration of public comments. In further conformity with the procedure described in Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission issues its Complaint, makes the following jurisdictional findings, and issues the following Decision and Order (“Order”):

1. Respondent Chevron Corporation is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Delaware with its executive offices and principal place of business located at 5001 Executive Parkway, Suite 200, San Ramon, California 94583.
2. Respondent Hess Corporation is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Delaware with its executive offices and principal place of business located at 1185 Avenue of the Americas, New York, New York 10036.
3. The Commission has jurisdiction over the subject matter of this proceeding and over the Respondents, and the proceeding is in the public interest.

ORDER

I. Definitions

IT IS ORDERED that, as used in this Order, the following definitions apply:

- A. “Chevron” means Chevron Corporation, its directors, officers, employees, agents, representatives, successors, and assigns; and the joint ventures, subsidiaries, partnerships, divisions, groups, and affiliates controlled by Chevron Corporation, and the respective directors, officers, employees, agents, representatives, successors, and assigns of each. After the Merger, Respondent shall include Hess.
- B. “Hess” means Hess Corporation, its directors, officers, employees, agents, representatives, successors, and assigns; and the joint ventures, subsidiaries, partnerships, divisions, groups, and affiliates controlled by Hess Corporation, and the respective directors, officers, employees, agents, representatives, successors, and assigns of each.
- C. “Commission” means the Federal Trade Commission.
- D. “Chevron Board” means the Board of Directors of Chevron Corporation.
- E. “Director” means a member of the Board of Directors as that term is used in Section 8 of the Clayton Act, 15 U.S.C. § 19.
- F. “Merger” means the proposed merger described in the Agreement and Plan of Merger by and among Chevron Corporation, Yankee Merger Sub Inc., and Hess Corporation dated October 22, 2023.
- G. “Merger Date” means the date Respondents consummate the Merger.

- H. “Officer” means “an officer elected or chosen by the Board of Directors” as that term is defined in Section 8 of the Clayton Act, 15 U.S.C. § 19(a)(4).
- I. “Order” means this Decision and Order entered in this action.
- J. “John Hess” means John Barnett Hess, a natural person, and CEO of Hess.

II. Prohibition on Board Appointment

IT IS FURTHER ORDERED that Respondent Chevron shall not, directly or indirectly,

- A. nominate, designate, or appoint John Hess to the Chevron Board; or
- B. allow John Hess to serve in an advisory or consulting capacity to, or as a representative of, Chevron or the Chevron Board.

Provided however, Chevron may consult with John Hess and allow John Hess to serve in an advisory or consulting capacity to, or as a representative of, Chevron solely related to interactions and discussions with (a) Guyanese government officials about Hess’s oil-related and health ministry-related activities in Guyana, and (b) the Salk Institute’s Harnessing Plants Initiative.

III. Notice

IT IS FURTHER ORDERED that within 10 days from the date this Order is issued, Respondent Chevron shall distribute a copy of this Order to each of Chevron’s Officers and Directors.

IV. Compliance Reports

IT IS FURTHER ORDERED that:

- A. Respondents shall notify Commission staff via email at bccompliance@ftc.gov of the Merger Date.
- B. Respondent Chevron shall submit a verified written report (“compliance reports”) in accordance with the following:
 - 1. Respondent Chevron shall submit an initial compliance report 60 days after this Order is issued;
 - 2. Respondent Chevron shall submit an annual compliance report one year after the date this Order is issued, and annually for the next 9 years on the anniversary of that date; and additional compliance reports as the Commission or its staff may request;
 - 3. Each compliance report shall contain sufficient information and documentation to enable the Commission to determine independently whether Respondent Chevron

is in compliance with the Order. Conclusory statements that Respondent Chevron has complied with their obligations under this Order are insufficient. Respondent Chevron shall include in its reports, among other information or documentation that may be necessary to demonstrate compliance, a full description of the measures Respondent Chevron has implemented or plans to implement to ensure that it has complied or will comply with each paragraph of this Order; and

4. For a period of 5 years after filing a compliance report, Respondent Chevron shall retain all material written communications with each party identified in each compliance report and all non-privileged internal memoranda, reports, and recommendations concerning fulfilling Respondent Chevron's obligations under this Order during the period covered by such compliance report. Respondent Chevron shall provide copies of these documents to Commission staff upon request.
5. Respondent Chevron shall verify its compliance reports in the manner set forth in 28 U.S.C. § 1746 by the Chief Executive Officer or another officer or employee specifically authorized to perform this function. If the compliance report is verified by someone other than the Chief Executive Officer, Respondent Chevron shall include documentation in the compliance report establishing that the verifier is authorized to verify the compliance report on behalf of Respondent Chevron. Respondent Chevron shall file its compliance reports with the Secretary of the Commission at ElectronicFilings@ftc.gov and the Compliance Division at bccompliance@ftc.gov, as required by Commission Rule 2.41(a), 16 C.F.R. § 2.41(a).

V. Change in Respondent

IT IS FURTHER ORDERED that Respondent Chevron shall notify the Commission:

- A. At least 30 days prior to:
 1. The proposed dissolution of Chevron Corporation,
 2. The proposed acquisition, merger, or consolidation of Chevron Corporation; or
 3. Any other change in the Respondent Chevron, including assignment and the creation, sale, or dissolution of subsidiaries, if such change may affect compliance obligations arising out of this Order; and
- B. No later than 10 days after Chevron Corporation files a petition for bankruptcy.

VI. Access

IT IS FURTHER ORDERED that, for purposes of determining or securing compliance with this Order, and subject to any legally recognized privilege, upon written request and 5 days' notice to the Respondent Chevron, made to its principal place of business as identified in this Order, registered office of its United States subsidiary, or its headquarters office, Respondent

Chevron shall, without restraint or interference, permit any duly authorized representative of the Commission:

- A. Access, during business office hours of the Respondent Chevron and in the presence of counsel, to all facilities and access to inspect and copy all business and other records and all documentary material and electronically stored information as defined in Commission Rules 2.7(a)(1) and (2), 16 C.F.R. § 2.7(a)(1) and (2), in the possession or under the control of the Respondent related to compliance with this Order, which copying services shall be provided by the Respondent Chevron at the request of the authorized representative of the Commission and at the expense of the Respondent Chevron; or
- B. To interview officers, directors, or employees of the Respondent Chevron, who may have counsel present, regarding such matters.

VII. Purpose

IT IS FURTHER ORDERED that the purpose of this Order is to remedy the harm to competition the Commission alleged in its Complaint.

VIII. Term

IT IS FURTHER ORDERED that this Order shall terminate 10 years from the date it is issued.

By the Commission, Commissioners Holyoak and Ferguson dissenting.

April J. Tabor
Secretary

SEAL

ISSUED: January 16, 2025