



**Safe. Strong. Focused.**  
**WE ARE CHESAPEAKE.**



## CORE VALUES

Our core values are the foundation of Chesapeake and essential to our success. They are the lens through which we evaluate every business decision. Our commitment to these values, in both words and actions, builds a stronger, healthier Chesapeake, benefiting all of our stakeholders.

- » **Integrity and trust**
- » **Respect**
- » **Transparency and open communication**
- » **Commercial focus**
- » **Change leadership**

## BUSINESS STRATEGIES

As we drive toward top-quartile performance through improved capital efficiencies and generating the most value from our operations, we will deliver on our business strategies, which include:

- » **Financial discipline**
- » **Profitable and efficient growth from captured resources**
- » **Exploration**
- » **Business development**

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*On the cover: Staff Scientist Carly Sowecke joins Gangpusher Jonathan Chambers on an Oklahoma production site. Sowecke visits drilling and production sites to collect water and gas samples for proper environmental protection.*

# Letter to Our Stakeholders

I write to you today from a stronger, more efficient and more competitive company. During the past year, we have acted deliberately to improve our financial performance, fundamentally changing how we manage our business. Our approach emphasizes debt reduction and prudent risk taking, positioning us for strength even when confronted with volatile commodity prices. However, financial improvements alone will not make our business sustainable. Recognizing this, we laid a foundation of programs that make us not only a healthier organization, but one poised for leadership. The cornerstone of this systemic change has been an unwavering commitment to our core values and responsible operations.

Across the company, we adopted industry best practices, from a new contractor management program and a comprehensive supply chain management system to an improved site selection program. We also identified two areas — safety and spill reduction — as the company's immediate focus for 2014, and saw significant improvements in both categories. This performance is the foundation for our goals in 2015 as we aim to further improve our safety and spills records for the benefit of our employees and the areas where we operate.

Although we face a challenging commodity price environment, our commitment to operating responsibly remains at the forefront of our company culture. We will not sacrifice the safety of our employees or business partners, the livelihood of our communities or the reputation of our company for financial gain. Each employee and contractor must feel confident that he or she will return home safely each day, and every

neighbor needs to know that his or her land will be cared for and respected.

In the pages ahead, you will see the accomplishments of a year that was both foundational and innovative. All credit goes to our talented team of employees — people who approach their work with a passion for doing what's right for our stakeholders and what's responsible for our shareholders. We have positioned Chesapeake on a firm foundation from which to grow our great company, and we look forward to another year of strong performance and focused improvement.



Robert D. Lawler

President, Chief Executive Officer and Director

May 2015

## KEY CORPORATE RESPONSIBILITY ACCOMPLISHMENTS

- » Achieved the best safety performance in the company's history
- » Reduced cumulative reportable spill volume by more than 40%
- » Introduced a revised Supplier Code of Conduct and trained nearly 3,000 business partners
- » Launched a program that aligns employee compensation to top financial and operational metrics, including safety and environmental performance

>> Q&A with CEO Doug Lawler (next page)

# Q&A with CEO Doug Lawler

**At its most basic level, corporate responsibility means safety, compliance and stakeholder engagement. Beyond these terms, what does operating responsibly mean at Chesapeake?**

**LAWLER:** We have worked hard during these last two years to shift our culture and prioritize protecting our employees, stakeholders and the environment. Living our core values is our framework for responsible operations, and our employees hold each other to these high standards. Operating responsibly means being ethical in our decisions, holding ourselves accountable for our actions and their impacts, and doing what we say we'll do. We live in the communities where we work, and we take our stewardship role seriously.

**When you started at Chesapeake, you made safety performance and spill reduction priorities for the company. What are your next goals in the area of responsibility?**

**LAWLER:** I'm pleased with the progress we have made so far, most specifically the dedication I have seen in the field. While no safety incident or spill is acceptable, our teams have shown significant improvement. Because I believe no two issues are more important to our company's operations, safety performance and spill reduction will remain our primary focus in 2015.

Longer term, our company is challenged to develop more efficient and innovative solutions to reduce our operational impact. We cannot become complacent about such important issues as water sourcing and recycling or emissions, as examples.

**You referenced the industry's challenging price environment. What impact does this have on Chesapeake's responsibility efforts?**

**LAWLER:** We have an unwavering commitment to providing a safe and responsible work environment, regardless of commodity prices or changes in the market. We won't put a price tag on actions that would endanger the lives of our employees or negatively impact our communities.

During this time of great commodity price volatility, I truly believe we are in a position of strength among our peers. We have outstanding employees and assets, and are a financially healthy organization. We worked hard to be in this position, and we can attribute at least part of this success to our focus on capital efficiencies. We recognize that certain responsibility efforts, such as water recycling, will be adopted more quickly in our industry if costs can be similar to the costs of current practices.

**You are an advocate of servant leadership. How has this leadership style created a culture shift at Chesapeake?**

**LAWLER:** Servant leadership means employees put the interests of the company and its stakeholders ahead of their own. Chesapeake employees view company resources as belonging to our shareholders. We stress stewardship of everything we are responsible for — from company finances to the land on which we operate and the communities where we work — resulting in an organization that values integrity and respect above all else.

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We live in the communities where we work, and we take our stewardship role seriously.

## CORPORATE PROGRESSION



### 2013: Transformation

In 2013 we completed a major transformational initiative, implementing and aligning our business strategies to company priorities. We introduced companywide core values to guide our business practices, ushering in a new era focused on responsible operations.



### 2014: Foundation

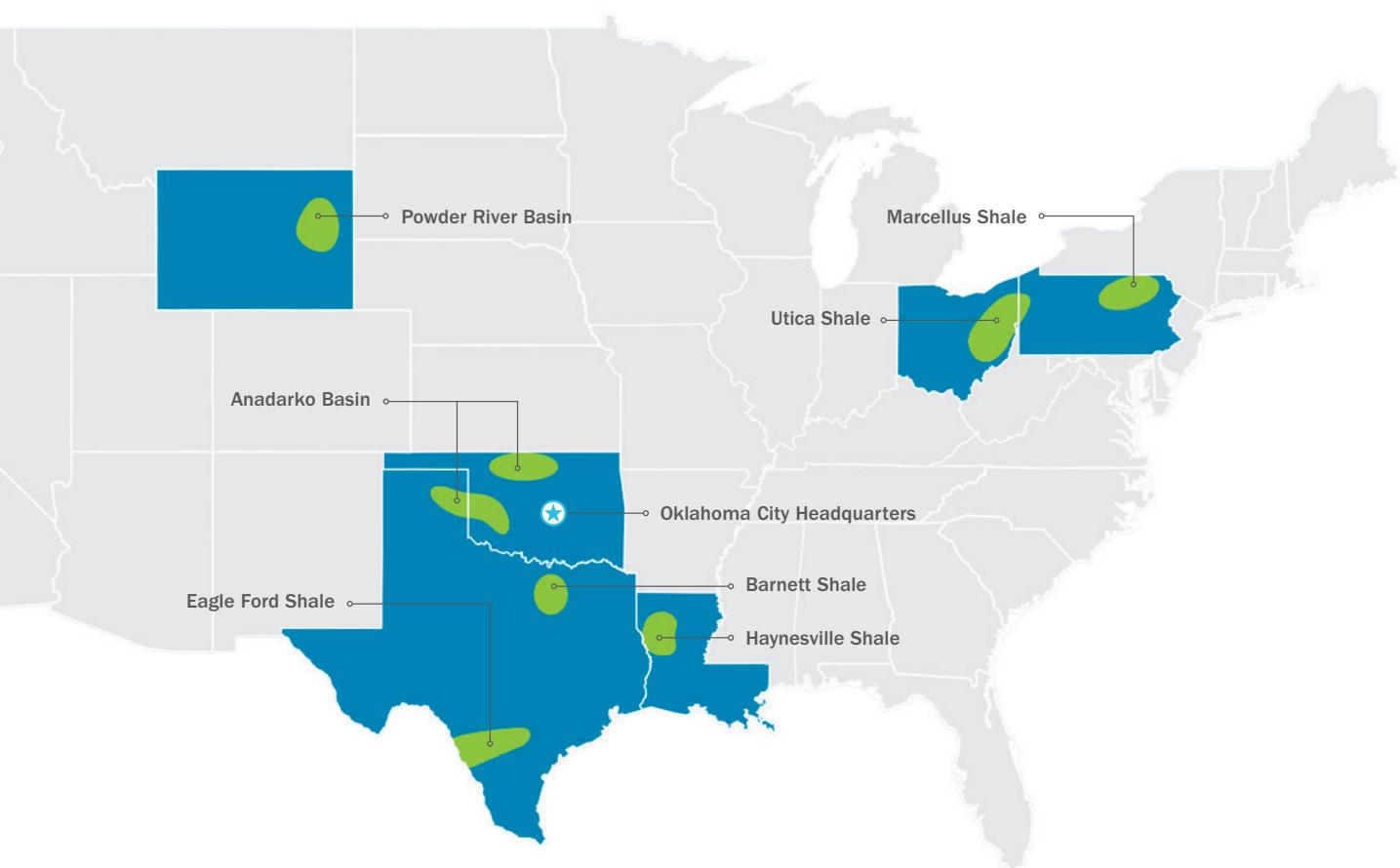
In this past year, we developed new processes and interconnected systems, and established foundational programs to position us for leadership. Our company's commitment to continuous improvement is made stronger by our focus on innovation and implementing industry best practices.



### 2015: Leadership

Chesapeake has strong liquidity and is positioned for operational leadership as we create differential value for our shareholders. We are setting focused goals, establishing even higher standards for our operations and demanding increased safety and environmental performance from our employees and business partners.

## OPERATIONS MAP



# Safe Work Culture. Strong Performance. Focused on Value.



Geophysicist Davar Jamali and Geophysics Advisor Jinming Zhu review the geological properties of one of the company's leaseholds in our 3-D visualization room.

## COMPANY OVERVIEW

Approximately  
**21,000**  
operated wells

**706,000**  
barrels of oil equivalent (boe)  
average daily production

**2.469**  
billion boe in reserves

Chesapeake is the second-largest producer of natural gas and the 11th largest producer of oil and natural gas liquids in the U.S., with substantial leasehold positions in premier U.S. onshore plays. We are committed to executing our business strategies and maximizing shareholder returns with careful attention to safety, regulatory compliance and environmental stewardship. Corporate responsibility is embedded in the culture of Chesapeake, and our core values guide us to conduct our business with integrity and continuous improvement. We set a high standard for ourselves — and our partners — recognizing the responsibility entrusted to us by our stakeholders.

## Executing Our Business Strategies

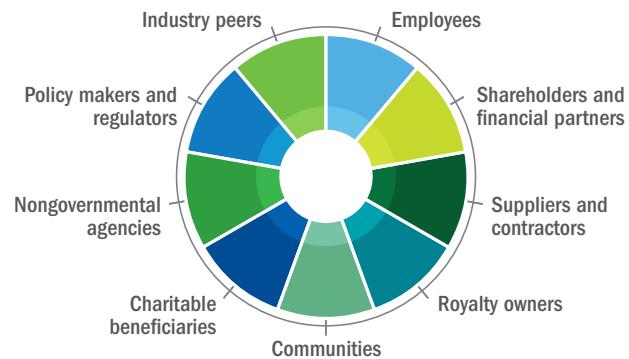
Last year was marked by a number of asset transactions, coupled with the company reaching an all-time high production record of 770,000 barrels of oil equivalent (boe) per day in mid-December 2014. Our delivery of financial discipline and profitable growth helped the company receive a two-notch upgrade from two ratings agencies, positioning us within reach of investment grade.

## Transparency with Our Stakeholders

Transparency and open communication are among our core values, and we are committed to engaging with our stakeholders to build trust and long-term relationships. Our engagement takes three forms: listening, providing information and open dialogue. We have numerous channels for collecting feedback from our stakeholders — from interactions through our Owner Relations department and social media platforms to participating in industry events and hosting regional meetings with people in the communities where we operate.

These interactions, and our enterprise risk management process, help us to proactively identify and address emerging issues and opportunities in the areas that matter most to our stakeholders: corporate governance, compliance and security, employee and contractor safety, environmental stewardship, community relations and employee engagement. We recognize that thoughtful and responsive stakeholder engagement helps make us a better business.

### OUR STAKEHOLDERS



### KEY FINANCIAL RESULTS

- » We sold certain assets in the southern Marcellus and eastern Utica shales to Southwestern Energy Company for net proceeds of \$4.975 billion cash, increasing our liquidity in a volatile price market.
- » We spun off our oilfield services business, forming Seventy Seven Energy Inc. (NYSE: SSE). Our shareholders received SSE common stock, and we decreased company complexity to focus on exploration and production.\*
- » In a property exchange with RKI Exploration & Production, we traded nonoperated Powder River Basin acreage and \$450 million for additional acreage and ownership in Wyoming, offering multiple stacked and staggered oil pay zones.
- » We repurchased all outstanding CHK Utica L.L.C. preferred shares from third-party preferred shareholders, retiring our highest cost leverage instrument and further simplifying our portfolio.

\*For consistent year-end reporting, all SSE data (both prior to and post spin-off) will be included in contractor figures unless otherwise noted.

# A Focus on Accountability



Board Chairman Archie Dunham joins other directors and company executives on a field visit to South Texas. Chesapeake's Board meets in the field at least annually.

## KEY ACCOMPLISHMENTS

Introduced a revised Code of Business Conduct and Supplier Code of Conduct

Provided Code training to all employees and 2,846 business partners

Created the company's first centralized supply chain management team

Chesapeake works to be an organization that its stakeholders believe in and trust. We earn this trust by acting in an ethical manner to protect our assets, our people, the environment and the communities where we operate. This starts by having accountability at all levels, most importantly with our leadership, and having systems in place that establish high standards for the conduct of our employees and our partners.

## Board Accountability and Oversight

Introducing Chesapeake's core values in 2013 helped establish a culture of accountability across the organization. To maintain and grow this values-based culture requires continued commitment at the Board of Directors and executive level. The committees of the Board, including the Audit Committee, Finance Committee, Compensation Committee and Nominating, Governance and Social Responsibility Committee, have selective oversight over corporate responsibility matters, and the entire Board is responsible for Chesapeake's overall responsibility performance.



In 2014, the Board committed to further strengthening its governance practices. This starts with the organization of the Board itself: nine members, eight of whom are independent, including our Non-Executive Chairman.\*

To maintain board integrity, each of the nine directors stood for election in 2014, and all were elected in accordance with our new majority vote by law. In addition, directors encouraged the implementation of proxy access and the removal of supermajority voting requirements, and proposed the declassification of the Board, a move that gives shareholders more ability to affect Board member makeup. All of these proposals passed at the 2014 annual shareholder meeting.

In June 2014, the Board amended its corporate governance principles, reaffirming the directors' commitment to shareholder representation, independence and integrity. For further accountability, the Board established an executive compensation program that aligns pay with performance. When determining executive compensation, directors review both the company's performance and the executive's performance according to strategic financial, environmental and safety goals set each year. Both of these objective evaluation measures reward actions that drive shareholder value.

### In 2014, we:

- Declassified the Board
- Adopted and implemented proxy access
- Removed supermajority voting requirements
- Adopted pay-for-performance executive compensation
- Increased Board size with a view toward enhancing diversity



For more information about our 2014 corporate governance efforts, view our [2015 Proxy Statement](#).

\*On April 7, 2015, Kimberly K. Querrey joined Chesapeake's Board, which now includes 10 directors, nine of whom are independent.

## INCREASING ACCESSIBILITY: COMPANY HOSTS ANALYST DAY

On May 16, 2014, Chesapeake hosted the company's first Analyst Day in four years. More than 100 sell-side analysts and institutional investors visited our Oklahoma City campus, where senior members of the leadership team provided an in-depth review of the company's assets and progress. This occasion allowed Chesapeake to re-introduce itself to the investment community as a disciplined E&P company focused on value. We further highlighted our business strategy, our continued focus on driving efficiencies and our future opportunities.

Analysts were encouraged to ask questions, and company representatives engaged in one-on-one discussions throughout the day. The event was also webcast to allow interested stakeholders to participate.

In conjunction with Analyst Day, two leading credit rating agencies gave Chesapeake a two-notch upgrade. Chesapeake is now one upgrade away from investment grade status at both Moody's and S&P.

## NORTHERN MARCELLUS SHALE



After sending team members to Chesapeake's Analyst Day, Oppenheimer's Equity Research Group reported:

**"We believe CHK has the right strategy, the assets and the people to regain investor confidence and boost its valuation."**

## A Revised Code of Business Conduct

While strong governance practices begin at the top, organizations need clear guidelines to establish standards for ethical behavior at every level. In 2014, Chesapeake launched a comprehensive education campaign to introduce employees to our revised [Code of Business Conduct](#).

Our Code sets ethical conduct as a company priority, provides clear expectations to employees and institutionalizes a framework for organizational accountability. Called essential to our business by CEO Doug Lawler, the Code is

*From day one, employees learn the importance of our core values and abiding by our Code of Business Conduct. Both topics are emphasized during new employee orientation.*



recognized by employees as foundational for all decision making and practical guidance for living our core values.

## Setting Clear Expectations and Monitoring Compliance

Each Chesapeake director and employee, regardless of position, must abide by the Code. To help employees understand expectations around the Code, the company hosted a number of training sessions including a town hall meeting led by CEO Doug Lawler and other members of the executive team. Employees attended the meeting in person or participated via a webcast, and for added accountability, all employees were required to review the Code and sign a Code certification. All new employees receive Code orientation during their onboarding process. In 2014, 100% of active employees were provided training on the Code.

Beyond enterprise-wide Code training, Chesapeake hosts compliance training sessions for employees exposed to higher risk activities. These sessions offer targeted guidance on important topics such as avoiding conflicts of interest, business gifts and entertainment, anti-corruption and fair competition. In 2014, Chesapeake hosted 37 ethics training sessions for 894 employee participants. This means that nearly 20% of Chesapeake's employees received additional ethics guidance.

Central to all ethics training is a focus on reporting conduct that is unethical or in violation of the Code. The company strives to foster an environment where employees feel comfortable discussing ethical concerns with their supervisors and managers, the Compliance Department or the Legal Department. In addition, the company maintains and promotes the Chesapeake Ethics and Integrity Helpline, which allows employees to report concerns confidentially and anonymously through a third-party service provider.

All reports of unethical business conduct are reviewed fully, and those that are validated are investigated. When an issue is found, appropriate corrective actions are taken. In 2014, Chesapeake received 141 inquiries and conducted 101 ethics investigations, 69 of which originated from helpline reports. True to our culture, Chesapeake does not tolerate retaliation against anyone who raises issues in good faith.

## Political Participation

In alignment with our Code, company funds for political expenditures or lobbying adhere to all applicable laws and regulations as overseen by the Nominating, Governance and Social Responsibility Committee. Chesapeake's Federal Political Action Committee (FedPAC) is funded through voluntary contributions by eligible employees, and as required by law, we report all contributions to the Federal Election Commission.

## Managing a Centralized Supply Chain Network

Chesapeake is dedicated to maintaining an ethical, safe, high-performing and competitive supply chain. In support of this commitment, the company fully implemented a dedicated Supply Chain Management team in 2014. Prior to the creation of this team, supplier decisions were highly decentralized. By creating a more centrally managed approach, we saw immediate cost savings as we leveraged our full purchasing power.

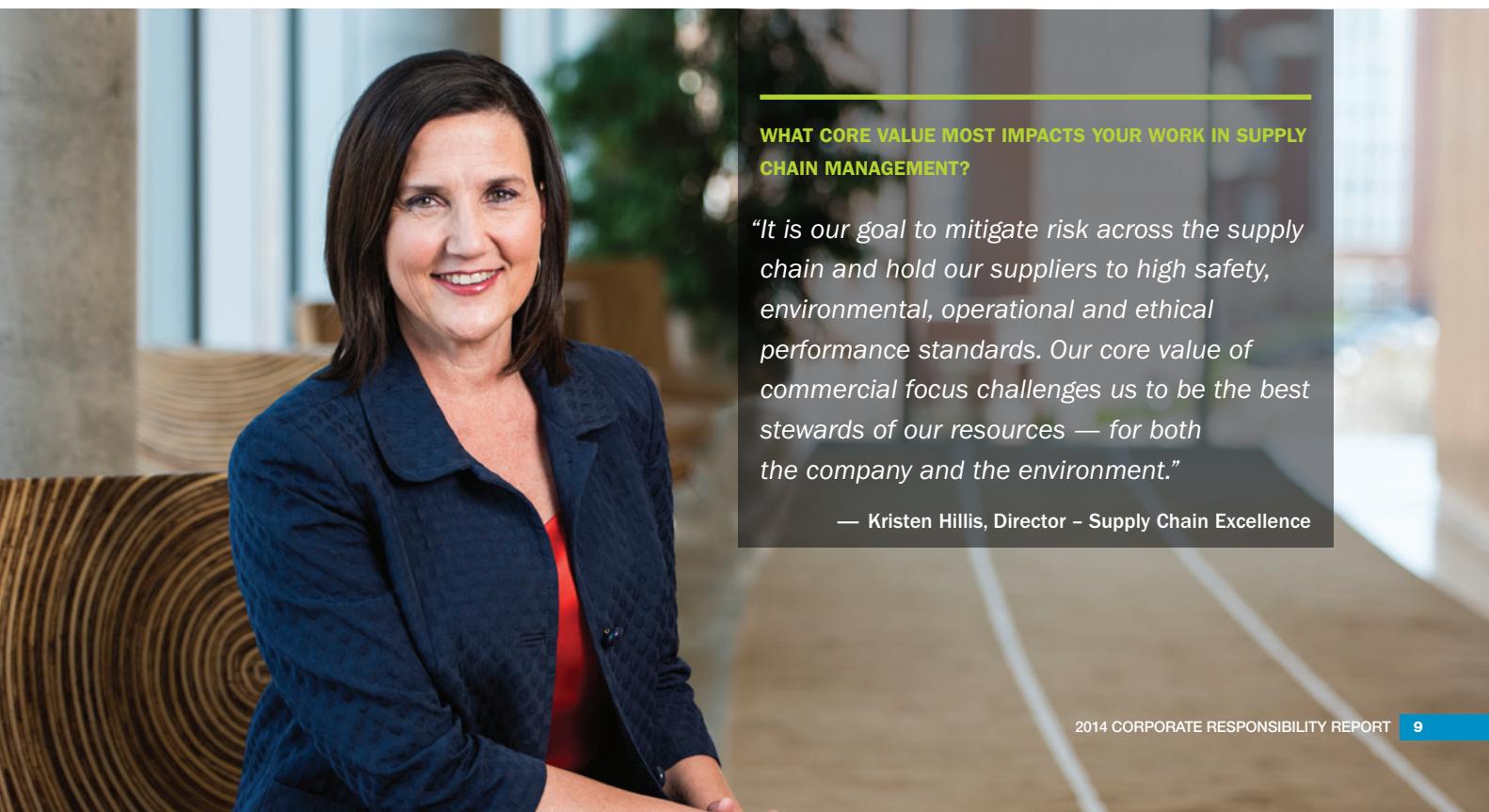
We also are better able to influence the safety and environmental performance of our partners and enhance accountability across the organization. By establishing a prequalification process for sourcing and selecting suppliers in our top spend areas, we confirm our partners have a history of strong safety and environmental performance.

Looking ahead to 2015, the Supply Chain Management team will further transform Chesapeake's supply chain processes and controls by implementing an industry-leading software application. This program will drive significant improvement in operational planning, cost management and the reporting of supplier performance.

### WHAT CORE VALUE MOST IMPACTS YOUR WORK IN SUPPLY CHAIN MANAGEMENT?

*"It is our goal to mitigate risk across the supply chain and hold our suppliers to high safety, environmental, operational and ethical performance standards. Our core value of commercial focus challenges us to be the best stewards of our resources — for both the company and the environment."*

— Kristen Hillis, Director – Supply Chain Excellence



## Upholding Our Supplier Code of Conduct

In tandem with the creation of a Supply Chain Management team, the company reframed its Supplier Code of Conduct. The Supplier Code of Conduct mandates that all business partners share Chesapeake's commitment to providing a safe and healthy workplace and conducting operations in an environmentally responsible manner. It also communicates methods for reporting concerns and ethical issues.

**12** Supplier Code training sessions conducted in five states

**2,846** business partners trained in 2014

### COMPLYING WITH THE CODE

A key outcome of abiding by the Supplier Code of Conduct is a safe work site. According to the Supplier Code, drug and alcohol use is strictly prohibited on all company sites. While suppliers and their employees agree to these standards, Chesapeake's Security team monitors sites regularly for compliance. In 2014, Chesapeake Corporate Security conducted 34 rig checks and randomly drug tested 874 contractors. As a result of these inspections, and in compliance with our Supplier Code, certain individuals and suppliers were permanently removed from working at Chesapeake locations.



### HOW HAVE YOU SEEN THE REVISED CODE OF BUSINESS CONDUCT AT WORK IN THE FIELD?

*"We are more careful in the relationships we have with our vendors. We limit our interactions outside of working hours, and we follow the company's gift policy closely. We make vendor decisions based on what's best for the company."*

—James Pine, Production Superintendent



## Focusing on Risk Management

Maintaining a culture committed to ethical behavior and compliance is a foundation of risk management. At the Board level, risk management starts with the Audit Committee, led by Louis Raspino. Raspino brings both extensive oil and natural gas industry expertise and a reputation for strict corporate governance practices to his position as Audit Committee Chairman. The Audit Committee oversees the integrity of our financial statements, legal and regulatory compliance, and the enterprise risk management (ERM) process through meetings with management, reports from audits (both internal and independent), and feedback from the company's helpline and Director Access Line.

Risk management is a company priority and is integrated throughout the business. Chief Compliance Officer Patrick Craine and his team lead the ERM process, which regularly brings together internal risk committees comprising senior management and subject matter experts to review and assess the company's risks. High-priority risks are evaluated at the executive level and each quarter ERM updates are provided to the Audit Committee. The full Board receives an ERM update annually.

### THREE LINES OF DEFENSE



Chesapeake has adopted a three lines of defense model for our risk management framework. Critical to this process is the third line of defense: internal audit. The Internal Audit Department is an independent and objective assurance and consulting group that reports directly to the Audit Committee. The department reviews and improves the company's risk management, internal control and governance processes, including evaluating the company's compliance practices, measuring risk exposure and verifying data and other information used to make key corporate decisions. Internal Audit findings and recommendations are shared with both the executive management team and the Audit Committee for an added layer of transparency and accountability.

## Business Continuity

In partnership with the ERM process and with support from the Board and our management team we established an internal, cross-functional task force with the goal of assessing business impacts and developing enterprise response and recovery plans. The team has made significant progress in developing an integrated business continuity program with a comprehensive plan to be complete in 2015.

While all aspects of business continuity are important, the company is particularly sensitive to information technology (IT) dependencies and cybersecurity threats. We are addressing these potential risks by incorporating new facilities, resources and tools to protect company and stakeholder data as well as regularly monitoring for company and industry threats. We also developed an IT recovery plan and began testing it in 2014.



### PROTECTING COMPANY AND STAKEHOLDER DATA:

#### NEW IT CENTER OPENS

In April 2014, the company opened the IT Computing Center (ITCC), an 81,000-square-foot data center and cooling plant. Certified as a Tier III data center, the facility has power and cooling delivery system components that can each be taken out of service for maintenance or replacement without interrupting business operations.

The ITCC is an investment in Chesapeake's ability to run business operations 24 hours a day, every day. In addition to complete concurrent maintainability, the ITCC is fortified to endure wind speeds of more than 300 miles per hour, rated to withstand the impact of an F5 tornado and protected from fire and flooding.

# An Uncompromising Safety Standard



Lease Operator Blake Pyle and Emergency Preparedness & Response Manager Mark Mollman meet with Deer Creek Fire Chief Cory Beagles at a production site to review emergency response procedures.

## KEY ACCOMPLISHMENTS

Reduced TRIR by 35% — the company's best safety performance

Launched a comprehensive contractor management system

Improved corporate campus safety measures

Safety is more than just a company metric — it is our number one priority. We set strict standards as we commit to offering a safe work environment each and every day. 2014 was an outstanding year for our safety performance, a direct reflection of our employees' leadership, innovation and dedication to a culture where safety is valued above all else.

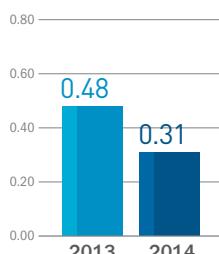
## Setting a New Safety Standard

CEO Doug Lawler issued a clear directive — we are to prioritize safety above all else. Our 2014 company performance metrics reflected this commitment as we set a goal of reducing our Total Recordable Incident Rate (TRIR) by 10%. Employees throughout the company stepped up to the challenge, making a number of systematic changes to emphasize making safe decisions and stopping work if unsafe conditions exist. An increase in communications and knowledge-sharing, in addition to the proactive programs described in this report, contributed to the company's 35% reduction in TRIR — from 0.48 in 2013 to 0.31 in 2014 — the best safety record in company history. Also, Chesapeake had zero on-the-job employee or contractor fatalities in 2014.

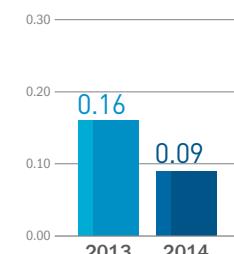
**"In 2013, the Rockies drilling group had 17 recordable third-party and contractor incidents. This year [2014], we had two recordable third-party incidents and no recordable contractor incidents. It's truly a safety culture — everyone's looking out for each other every day, and that includes Chesapeake teams, service companies and other third parties."**

— Jason Mellema, Rockies Senior EHS Representative

**TOTAL RECORDABLE INCIDENT RATE**



**LOST TIME INCIDENT RATE**



## Equipping Employees to Make Safe Decisions

Creating an incident-free work environment starts with setting clear expectations among employees and contractors regarding our safety standards, and providing them with the skills necessary to promote safety in their areas of work.

The foundation of our safety training efforts is our Stay Accident Free Everyday (S.A.F.E.) initiative, which empowers employees to stop work they believe could adversely impact the health and safety of others or the environment. Employees are recognized for reporting potentially unsafe conditions through the company's Good Catch initiative, implemented in 2014. This approach encourages and rewards employees for proactive monitoring to prevent the escalation of a potential incident.

In 2014, our Environmental, Health and Safety (EHS) team led 125 safety courses and trained 3,659 attendees. Expanding our training program to include more employees at all levels was a priority for the EHS team, and the group will continue to facilitate more courses in 2015.



CEO Doug Lawler and CFO Nick Dell'Osso emphasize safety as core to the company's culture and success.

#### **PERSONALIZING SAFETY: EMPLOYEES LEAD TESTIMONIAL PROGRAM**

Building a safety culture takes personal commitment. Recognizing this, a team of EHS and Drilling employees joined together to create a safety testimonials program, where individuals who suffered significant oil and gas work-related injuries testify to their personal, financial and physical aftereffects.

"We wanted a breakthrough, proactive approach to hit home with our field personnel," said Josh Williams, Manager – Drilling Safety, Southern Division. "This is an opportunity to hear from one of our own and prove that whether you've been in the industry 10 days or 10 years, safety should always be top-of-mind."



The team identifies people unaffiliated with Chesapeake who are willing to share their stories. The presenters visit field offices and attend contractor meetings to emphasize how vital personal safety is and that safety incidents do not just affect operations; they affect lives.

*Retired astronaut Mike Mullane discusses with Chesapeake employees how his failure to speak up in an unsafe situation nearly caused a fatal accident. His presentation reinforces the importance of everyone taking responsibility for recognizing and addressing unsafe conditions.*

#### **Getting to the Root Cause of Incidents**

Should an accident occur, it is our commitment to both learn from the incident and improve our processes when needed. To deliver on this commitment, we established a root cause investigation system in 2014. By utilizing TapRooT®, we now have a standard system for reporting, investigating and analyzing incidents to determine their root causes. This information allows us to ascertain where improvements are necessary and implement them enterprise-wide, where relevant.

FIELD OFFICES OPERATING INJURY FREE		
	2013	2014
5 YEARS+	21	16
1,000 DAYS	14	4
500 DAYS	14	11

2013 data includes Chesapeake Oilfield Services offices that were divested in 2014.

#### **Improving Campus Safety**

Too often safety is considered a field issue. As we studied our safety metrics, the need to increase safety awareness at our corporate headquarters became clear — nearly 40% of our recordable incidents in 2013 happened on our Oklahoma City campus.

We started by making campus design improvements, from installing speed bumps in parking garages to increasing signage around pedestrian walkways. We also adopted a floor warden emergency response program where designated

CAMPUS INCIDENTS		
	2013	2014
RECORDABLE INCIDENTS	12	4
TRIR	.28	.12

employees facilitate emergency evacuations and cascade safety messages to their co-workers.

In addition to campus programs, the EHS team introduced a companywide safety awareness communications campaign — called 360° of Safety — to provide timely reminders of ways to be safe. Through this campaign, we are able to proactively bring attention to potential safety hazards most relevant to our industry, at the most relevant times of year. Campaign topics have included parking lot and crosswalk safety, driving safety and fire prevention.

## Focused Contractor Training

We recognize that safety depends on everyone at our work sites including contractors. For this reason, and to further our commitment to providing a safe work environment, we developed a comprehensive contractor management and safety program in 2014.

We began by establishing an uncompromising safety standard that requires all Chesapeake contractors to complete a prequalification process, including a safety orientation and training, before arriving at a company site. The training sets clear safety expectations in accordance with SafeLandUSA industry-standard safety guidelines, which set high minimum requirements for EHS practices.

Volunteers from major and independent operating companies, industry associations and educators developed the SafeLandUSA guidelines specifically for the U.S. onshore exploration and production industry.

One way that we measure contractor safety performance is through incidents reportable to the United States Department of Labor – Occupational Safety & Health Administration (OSHA). Our total OSHA reportable incidents for 2014 was 241.



Contractors working at Chesapeake's South Texas sites gather for a safety training.

### HOW DOES CHESAPEAKE'S S.A.F.E. PROGRAM IMPACT YOUR DAY-TO-DAY WORK?

*"Chesapeake's S.A.F.E. program gives me the confidence to speak up if I see a safety issue on one of my job sites. Being able to stop a job without repercussions has made a positive impact on how we operate, emphasizing safety with both our employees and contractors."*

—Jolene Cotton, Production Technician



## Raising Safe Driving Performance

In 2014, our motor vehicle accidents (MVA) rate increased to 2.46 per million miles, up from 2.08 in 2013. Although this increase may be due to an emphasis on reporting, it is not in line with our commitment to safety, and we worked diligently to increase our motor vehicle training. In 2014, we educated more than 2,600 employees on safe driving habits.

As an incentive to encourage safe driving habits, we also initiated a recognition program for fleet vehicle drivers who average 1,000 miles per month and go six consecutive months without receiving an alert from Telogis, our driver behavior management software. Called the 100% Club, this

recognition program rewards employees for not speeding, accelerating too fast, braking suddenly or being involved in an at-fault accident.



*Chesapeake's Circle for Safety program uses an orange cone to remind drivers to be aware of their surroundings by walking completely around their vehicles before putting them in reverse. From 2013 to 2014, we reduced our backing up incidents by 32%.*

## Emergency Preparedness and Response

Our emergency procedures require employees to respond to all incidents quickly, with safety as the top priority. Procedures are guided by our Emergency Response Plan, which provides employees with the framework and action steps critical to responding to incidents in a safe, effective and efficient manner.

In the case of a high-level incident, Chesapeake deploys its Emergency Preparedness and Response group, comprising individuals trained in emergency planning and incident response management. This team strategically plans and manages response operations with a focus on the safety of all people and the protection of the environment and our assets.

Chesapeake has adopted the National Incident Management System (NIMS), a nationwide incident response template that enables Chesapeake to work cooperatively with local, state and federal agencies in the event of an emergency, regardless of location. NIMS allows for the integration of facilities, equipment, personnel and communications to create common processes for planning and managing resources.

In addition, we provide emergency response training to Chesapeake field employees, regional management and executives.

### KEEPING EMPLOYEES SAFE: CHESAPEAKE'S SEVERE WEATHER PRECAUTIONS

When twin tornadoes struck our operations in April 2012, it reinforced the importance of employee safety during storms.

"Those storms highlighted the need to build shelters in some of the remote areas where our people work," said Ronnie Pitts, Senior EHS Representative. "We knew our people needed a place to go in the event of tornadoes, and the safety of our team comes first."

In 2013 and 2014, Chesapeake installed 26 underground concrete storm shelters at sites in Woodward, Woods and Alfalfa Counties. For extra precaution, County Emergency Management has driving directions and GPS coordinates for all shelter locations in case of an emergency.

The company also installed aboveground safe rooms in field office locations with higher possibilities of severe weather. All field office locations in western and northern Oklahoma, as well as Central Texas, have shelters, and we are committed to installing safe rooms in all of our Oklahoma offices.



## Promoting Employee Health

Chesapeake's EHS scope goes beyond encouraging our employees to make safe decisions at work — it also prioritizes the individual health of each of our employees. We are a champion of healthy lifestyles and offer resources to encourage our employees to make healthy decisions.

Across the company, we offer a health check program to enable our employees to be screened for common health-related issues. Through this program, we often bring health care providers to work locations for employee convenience, and employees are incentivized to participate by receiving a reduced insurance rate. Should the screenings identify a potential health concern, employees are then connected with a specialized health professional for additional follow-up.

On our Oklahoma City campus, employees have access to an on-site health clinic with medical and dental services, as well as a pharmacy and a state-of-the-art fitness center. These convenient services contribute to employee productivity and can lead to reduced sick days through preventive programs such as complimentary flu shots.

In 2014, Chesapeake introduced a more robust ergonomics program with an emphasis on working in the field. The company's ergonomics specialist began his tenure by shadowing field employees to learn their techniques after which he created specific action plans to correct improper repetitive positions.

In the fall, an ergonomics-based conditioning program was launched for a targeted group of employees, including a morning stretch routine to reduce the incidence of on-the-job injuries. A similar program, called the Chesapeake Industrial Athlete, will be rolled out across our operating areas and offered to employees based on job function needs with specific emphasis on lease operators, a field career that requires significant movement.



An employee receives a complimentary flu shot at a health event on the company's corporate campus.

As part of our office ergonomics service, employees have access to an online training program and a self-assessment of their workspaces. Should an employee continue to have discomfort, on-site assessments are performed to correct the issue.

### WHAT DO YOU ATTRIBUTE TO CHESAPEAKE'S STRONG SAFETY PERFORMANCE IN 2014?

*"Chesapeake engages everyone on the rig site, and all — from employees to contractors — are held accountable for their safety decisions. We have a real commitment to continuous improvement and putting safety first."*

— Roi Lam, Manager – Drilling



# Stewardship Today. Resources for Tomorrow.



## KEY ACCOMPLISHMENTS

Production Foreman Jimmy Alexander meets with Senior Health & Safety Representative Larry Ross to review environmental and safety procedures for the sites that they oversee in the Kingfisher, Oklahoma, area.

Reduced our cumulative reportable spill volume by more than 40%

Initiated an EHS road map to direct company environmental performance

Created a program for stronger water protection during site selection

The reputation and strength of our company is tied to our stewardship of the environment. This starts with a culture of respect — a culture where compliance outweighs convenience and where employee ownership creates accountability. We want to be a company recognized for our environmental leadership because it is the right thing to do, for our future and for our stakeholders.

## A Strategy for Environmental Excellence

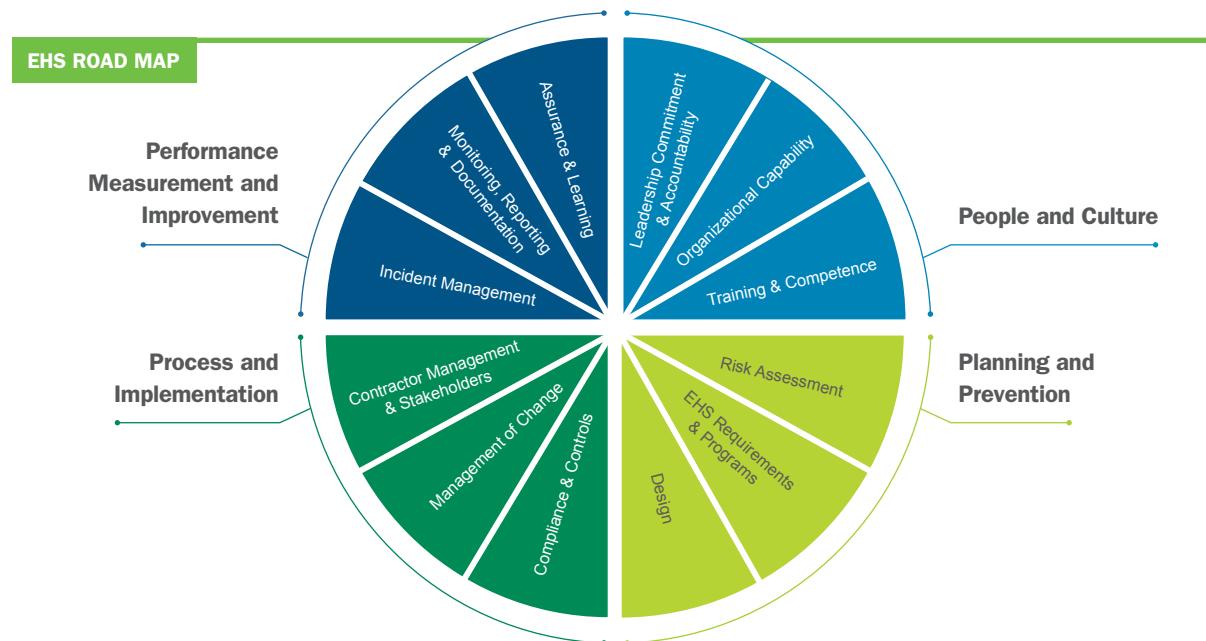
Our challenge for 2014 was not only to do better, but also to be more proactive as an environmentally responsible operator. To answer this challenge, our EHS team worked to create and implement new processes to reduce our environmental footprint. But before we tackled any one single issue, we committed to two foundational guides that serve as our strategic compass.

- » Our day-to-day operations are shaped by our [Commitment to Environmental Excellence](#), a framework that helps guide employees and partners to make decisions that prioritize environmental protection. This Commitment also serves as a yardstick for measuring our environmental performance.
- » While our Commitment to Environmental Excellence helps us with daily decision making, our EHS road map provides the strategy for achieving operational excellence. This road map pushes us to continuously improve by emphasizing four categories critical to our success. Within each category, the road map defines specific steps to translate words into action. It is also an accountability layer, as the EHS leadership team reports regularly to our top executives and Board on progress made toward the goals outlined on the map.

### SHARING BEST PRACTICES

Our Commitment to Environmental Excellence is showcased annually through the EHS Excellence Presentations and Awards program. Started in 2013, this program brings together operational teams to share best practices and key learnings, driving continuous improvement. This past year, more than 80 Chesapeake employees, representing each business unit, presented to their peers and senior management on EHS topics ranging from first responder training efforts to spill reduction tactics. In addition to knowledge sharing, the program recognizes those teams that have demonstrated environmental excellence in their operations.

*The Appalachia South business unit earned the Environmental President's Award for undergoing 48 agency air inspections with zero violations.*



## Preventing and Reducing Spills

With our guiding principles in place, we focused on a critical need for the organization — reducing spills. We began 2014 with an ambitious goal to reduce the number of reportable spills by 25% from our 2013 total. Although we did not reach this goal, we did see significant improvement in reducing our reportable spills by 12% and reducing our reportable spill volume by more than 40%.

We can attribute this positive change in part to goal setting and our spill prevention initiative started in 2013. The initiative partners together members from our engineering,

operations and EHS teams to determine operational design improvements needed to prevent spills. The teams collect and analyze spill data, identify key causes of spills and releases, and recommend process and quality improvements to address each specific issue. In 2014, the team targeted five main spill causes: pipeline failure, corrosion, weather, human error and equipment failure.

Delivering on the spill prevention initiative takes several forms, from an increase in employee education to creating targeted task forces. Last year the operations team published three technical bulletins focused on mitigating leaks in our most problematic areas. These bulletins provide specific steps for field employees to take to improve processes or equipment to reduce spill triggers. For example, in June, the team published a bulletin on avoiding stagnant fluid in storage tanks, which can lead to corrosion and potential tank leakage.

In addition, individual business units implemented processes to target specific regional issues. In the Northern Division, employees increased their visual inspections and audits of oil and water transporters, in addition to creating a regional task force dedicated to spill reduction. Employees in South and Central Texas also created a task force specifically focused on leaks associated with pipeline and equipment corrosion.

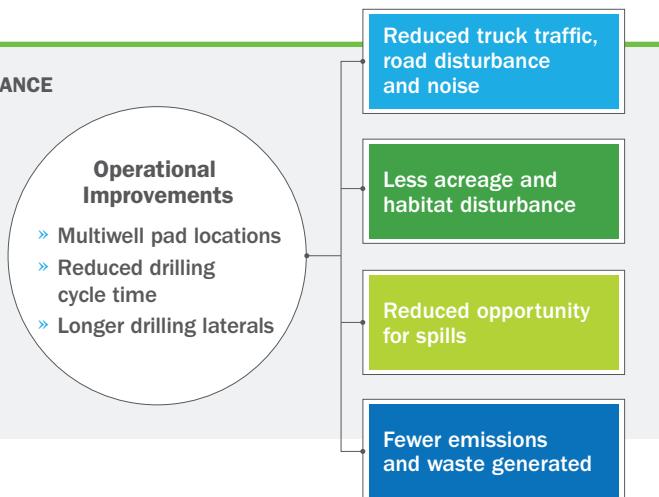
2014 SPILL SUMMARY > 100 BBLS			
	Number of Spills	Barrels Spilled	Percent Recovered
<b>HYDROCARBON SPILLS</b>	<b>5</b>	<b>710</b>	<b>60%</b>
<b>NON-HYDROCARBON SPILLS</b>	<b>33</b>	<b>9,622</b>	<b>51%</b>
<b>TOTAL</b>	<b>38</b>	<b>10,332</b>	<b>52%</b>

Compared to 2013, we:

- Reduced cumulative reportable spill volume by more than **40%**
- Reduced volume of large spills by more than **50%**
- Increased spill volume recovered to **52%** (46% in 2013)

### CAPTURING MORE RESOURCES WITH LESS DISTURBANCE

To realize our business strategies, we developed a more efficient approach to our operations. While this approach has financial benefits for the company, it also reduces our operational footprint, lessening our environmental and community impact.



## Preserving Air Quality

In addition to reducing spills, we are diligently working to lower emissions from our operations. We implemented a comprehensive monitoring program in 2014 to enhance our emissions identification and tracking efforts. This company-wide dashboard system allows for consistency in reporting and provides a more accurate review of emissions data for both compliance reporting and continuous improvement opportunities. In 2014, we reported emissions of 5.20 million metrics tons of carbon dioxide equivalent (CO<sub>2</sub>e) following the federal Clean Air Act and comparable state laws and regulations, which establish strict standards for emissions of air pollutants.

### Flaring

Flaring is the practice of safely combusting natural gas that cannot be commercially used due to operational limitations. Well locations are designed to safely accommodate flaring operations, and the need to flare is minimized when

the infrastructure necessary to move natural gas to market is available. Chesapeake has consistently supported increasing natural gas transportation systems through past investments and market commitments.

### Methane

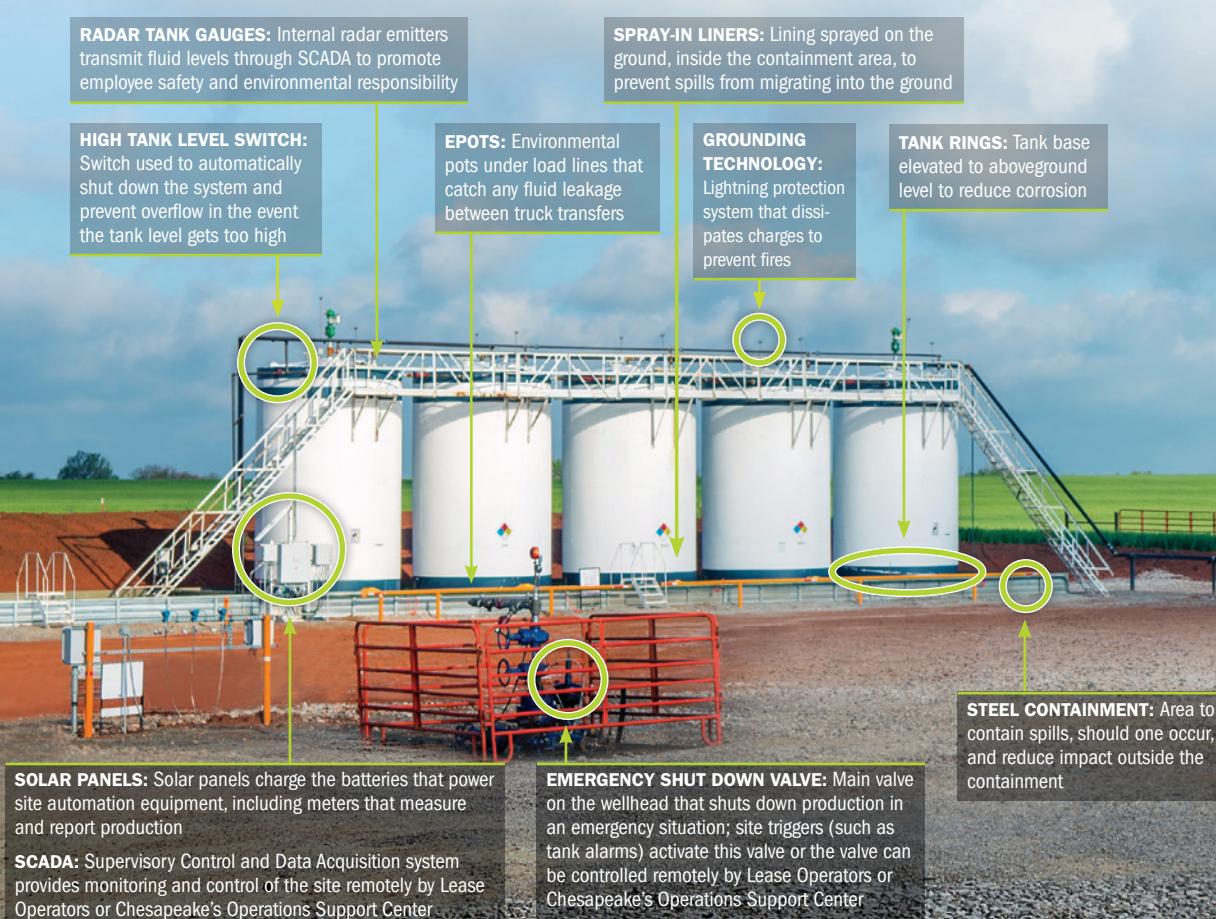
According to the Environmental Protection Agency (EPA) and the American Petroleum Institute, the oil and natural gas industry is substantially reducing methane emissions from energy production. Since 2007, methane emissions from natural gas production activities have dropped by 35% despite U.S. natural gas production increasing by 22%.<sup>(1)</sup>

Chesapeake utilizes forward-looking infrared (FLIR) cameras to detect fugitive emissions and leaks, and direct targeted maintenance activities. Leaks discovered through the use of the FLIR cameras are repaired according to regulations or voluntarily repaired if no regulations exist.

<sup>(1)</sup> EPA: [U.S. Greenhouse Gas Inventory Report: 1990 – 2013](#)  
Energy In Depth: [Methane Emissions from Natural Gas Production Fell 35% Since 2007](#)

## ADOPTING INNOVATIVE TECHNOLOGY FOR MORE RESPONSIBLE OPERATIONS

With continuous improvement as a core value, Chesapeake works to develop and integrate innovative technology that enables the company to be a more environmentally sensitive and responsible operator.



## Responsible Water Use

Water is essential for energy development, making our commitment to water sourcing and stewardship critical to future operations. We use water during two key operational stages — drilling and completions — and our water use varies according to the geology and the specific completion plans engineered for each well.

In past reports, we have noted the average amount of water required to drill and fracture a Chesapeake well. For consistency, we will continue to report this number; however, we believe this measurement is no longer an effective evaluation of our water use. While in some areas we are increasing the average amount of water used per well, we are producing more energy with fewer wells. Therefore it is more reflective, and recommended by the industry organization IPIECA, to report on water efficiency as calculated by the water required to produce one MMBTU of energy. For 2014, our water efficiency value was 1.35 gal/MMBTU.

In 2014, we recycled

**438 million**  
gallons of produced water,  
**192 million**  
gallons more than in 2013

## Water Sourcing and Recycling

Chesapeake uses freshwater from private land sites, municipal water resources, regional water districts and river authorities. We continue to work closely with federal, state and local agencies as we evaluate and permit our freshwater usage where applicable. Consistent with this commitment, we adopted a companywide water tracking system to more accurately monitor our water usage. Using this system, our field teams can better source water, track vendor handling of water resources and recognize cost efficiencies. Also, this tracking data is being evaluated by our operational team to identify further water efficiencies.

Beyond improving our water use measurement, we are committed to reducing our reliance on freshwater resources. In 2014, we created a multidisciplinary water task force that meets monthly to identify better water sources (those less competitive with drinking water) and devise new ways to reduce our water use. The recommendations of this task force are shared with our operational teams for implementation. The task force will hold a water summit in 2015 to facilitate knowledge sharing and promote water management best practices within the organization.

Another way we practice water conservation is through our Aqua Renew® initiative, a program that recycles produced water and evaluates other alternatives to freshwater, such as brackish groundwater. Produced water, a byproduct of oil and gas production, contains various salts, sand and silt due to its presence in hydrocarbon-bearing formations

### CHAMPIONING GROUNDWATER PROTECTION: RESEARCH IMPROVES REGIONAL UNDERSTANDING

Through diligence and a passion for protecting the environment, Brent Wilson and his hydrogeology team are improving baseline and groundwater research at Chesapeake. The company commissioned Wilson, Supervisor – Hydrogeology, to lead a geologic research effort in 2010 to investigate and evaluate reports of stray methane gas in northeastern Pennsylvania water wells. Through expert fieldwork, research and mapping, Wilson identified that coal deposits were a source of the methane.

Regional baseline water sampling indicated that one in four homeowners had methane in their water, and that this methane predated the presence of oil and gas development in the area. The American Association of Petroleum Geologists published Wilson's peer-reviewed findings, and this platform has helped to educate state and federal agencies in addressing these public concerns. Wilson now guides his team in advising Chesapeake personnel on best practices related to shallow geologic hazards and groundwater protection.

"I am both an environmentalist and a geologist," said Wilson, a former hydrogeologist for the state of Oklahoma prior to coming to Chesapeake in 2006. "I think the best community service we can provide as a company is environmental stewardship, and I'm privileged to lead a team that is on the forefront of this effort and work for a company that has a high regard for these ideals."



for millions of years. The water travels from the producing formation through the well to the surface during completion and production operations, where it is collected. Through the Aqua Renew initiative, produced water is treated on-site or shipped to a central location or nearby facility for treatment and testing before being reused in additional completion operations.

In Chesapeake's Mississippi Lime operations in northern Oklahoma, more than 200 wells have been completed with 100% produced water. This pilot program began in 2011 with a goal to create a water recycling process that costs the same or less than using freshwater. The program proved successful from both a cost and production perspective, so much so that we now use minimal freshwater in our core Mississippi Lime operations.

#### PEER ASSOCIATION DRIVES SHARED LEARNING

Chesapeake recently joined the Energy Water Initiative (EWI) to further improve our water stewardship efforts. The EWI, a collaborative group of industry peers, shares key learnings, technologies and best practices to improve lifecycle water use and management. EWI works to better use and protect water resources, providing case studies and public information to increase transparency among stakeholders around water use and energy development.

## Selecting Sites with a Focus on Stewardship

We continue our water stewardship efforts through our site selection program. Before drilling, we carefully assess different aspects of a site, from its geography and topography to the existence of sensitive wildlife habitat. A critical component to these site selection efforts is our Aquatic Resources Assessment Program, created in 2014. The program seeks to identify and protect Aquatic Resources, specifically Waters of the U.S., neighboring our operations. While Chesapeake has always prioritized water protection, the Aquatic Resources Assessment Program creates consistent procedures adhered to by the entire operational staff when selecting a new site or conducting routine maintenance activities.

Central to this program is going above and beyond compliance requirements in our procedures. This means flagging any Aquatic Resource within the limits of disturbance (LOD) of our operations, plus 100 feet beyond the LOD. If an Aquatic Resource is identified within the LOD, we develop a plan to protect this resource, including obtaining applicable permits, or we relocate site activity.

This improved assessment program was implemented in key regions in 2014 with full company integration expected in 2015. Most notably, the program served to direct our restoration efforts in West Virginia after receiving a notice of violation in the area in 2013. As reported in our 2013 Corporate Responsibility Report, Chesapeake's West

#### WHAT DO YOU ATTRIBUTE TO CHESAPEAKE'S STRONG PERFORMANCE AROUND SPILL REDUCTION?

*"We've made operational changes, such as better diagnosing the root causes of spills, and tracking and correcting reoccurring issues. However, the biggest driver has been a change in our culture. We operate under a set of core values, one of these being respect — for our co-workers, our stakeholders and the environment."*

—Ashley Knox, Lease Operator



Virginia Ray Baker well padsite was cited for pollution of State waters. Under the Aquatic Resources Assessment Program, Chesapeake restored the site by year-end 2014, including remediating approximately 540 feet of stream and improving an additional 360 feet of stream channel. Also, the area around the restoration was secured by long-term protection measures. We will continue to monitor this site annually for five years in accordance with the EPA-approved restoration plan.



The Ray Baker well padsite in West Virginia is shown after restoration efforts remediated 540 feet of stream.

## Transparency in the Use of Chemicals

A critical component of our operations process is hydraulic fracturing. Fracturing requires the least amount of time of any of our operational stages and allows us to unlock vast quantities of oil, natural gas liquids and natural gas in deep shale and other unconventional formations. We utilize hydraulic fracturing technology in all of our wells and are committed to industry best practices in well integrity and chemical use. Our wells are designed to comply with the strictest standards for groundwater protection and include the installation of multiple layers of protective steel casing, surrounded by cement, to prevent the migration of fracturing fluids.

In an effort to be more transparent about this process and in alignment with our core values, we disclose the chemical ingredients contained in hydraulic fracturing fluids to state agencies and to the public on [fracfocus.org](http://fracfocus.org). FracFocus, a web-based registry with support from the U.S. Department of Energy, provides detail on the additives, chemicals and the amount of water used in the hydraulic fracturing process, as reported by oil and gas operators. Since February 2011 we have reported on 100% of our well completions, a total of 5,325 disclosures.

We also take a proactive approach to reducing or replacing the chemicals used in our hydraulic fracturing process through our GreenFrac® initiative. GreenFrac challenges Chesapeake engineers to evaluate the necessity of each chemical additive using a scorecard system developed by

### WHAT DOES STEWARDSHIP MEAN AT CHESAPEAKE?

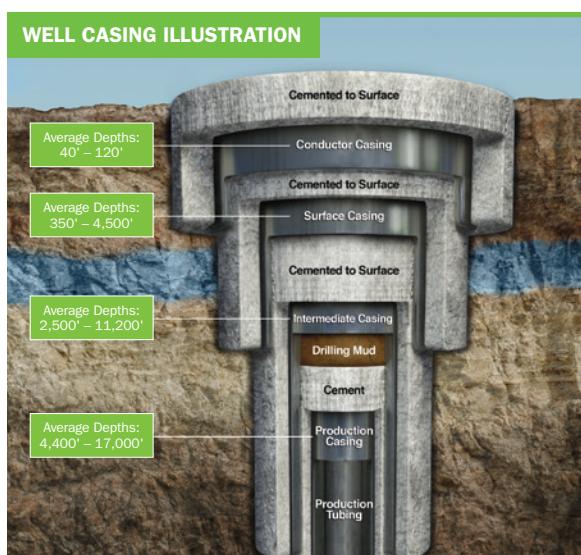
*"Stewardship reflects trust — trust from both the communities and the people in the areas where we operate. Earning this trust means we must protect the environment in all that we do, and this past year we have taken even more prudent steps to prioritize the environment in our business practices. Not only are we compliant with applicable laws, but we are innovative and proactive in reducing our environmental impact."*

— Mark Hollingsworth, Manager – Environmental



Chesapeake and, where deemed necessary, determine if a more environmentally friendly option could be used. The scorecard provides a quantitative evaluation of a compound's potential hazards based on information provided by regulatory bodies. As part of the program, Chesapeake vendors are required to evaluate each of their completion chemicals against the GreenFrac scorecard criteria. Those that are more environmentally friendly score better and are further evaluated as potential replacements for additives that do not score as well.

Since 2008, we have eliminated 18% of the chemical additives used in our hydraulic fracturing fluids due to our GreenFrac program. In the future, we plan to focus on reducing the cost of wells completed with 100% GreenFrac-approved chemicals.



*Layers of steel casing, surrounded by cement, prevent the migration of fracturing fluids and protect the environment.*

## Studying Seismicity

Many industries, including the oil and natural gas industry, use injection wells to dispose of wastewater. Wastewater disposal is regulated by the U.S. EPA and state environmental regulatory agencies under the Safe Drinking Water Act. Chesapeake follows all applicable laws when utilizing injection wells.

Seismicity and a potential link to injection wells is the topic of several research studies. Chesapeake supports science-based research on this subject and we are involved in further study of this issue.

## Alternative Fuels Power Operational Change

Chesapeake is committed to expanding its use of alternative fuels for powering every stage of a well's lifecycle. Operating on alternative fuels can reduce both emissions and waste, and can provide cost savings for the company depending on available fuel sources.

Chesapeake commissioned 16 rigs on alternative fuels in 2014. Representing nearly 25% of the company's drilling operations, these rigs either ran on a dual-fuel blend of 40% natural gas and 60% diesel or were powered by an electric grid. Both options are lower emission alternatives to rigs powered by 100% diesel fuel. We are also piloting the use of natural gas to power well completions.

On certain production sites, we are utilizing natural gas generators or the electric grid to power site equipment, again reducing our use of diesel fuel. We are also increasing our use of solar panels to power site automation equipment, including meters that measure and report production. At year end, we had installed 3,172 new units, for a total of more than 33,000 solar panels currently in use.

Specific to our vehicle fleet, Chesapeake uses compressed natural gas (CNG) because it emits far less pollution than gasoline and diesel — from 20 to 30% less CO<sub>2</sub>. In 2014, 1,580 fleet vehicles (approximately 50% of our fleet) used CNG. We encourage our fleet drivers to utilize CNG as their primary fuel for at least 80% of their drive time. In addition to environmental benefits, CNG offers Chesapeake significant fuel cost savings — approximately \$1.8 million in 2014 alone.

Alternative fuels reduced company diesel use by  
3.5 million gallons or **64%**

Electric grid-powered drilling reduced on-site emissions by **70%**

# Strengthening the Communities We Call Home



Employee Development Supervisor Lori Johnson-Vegas volunteers alongside Geophysicist Rika Burr at the Regional Food Bank of Oklahoma. Chesapeake provides each employee with four hours of company time to volunteer.

## KEY ACCOMPLISHMENTS

Initiated a royalty owner education program

Trained 700 first responders in incident response

Contributed more than \$10.4 million in donations to our communities

The communities where we operate are also the communities where we live. We recognize the opportunity that we have been given — to be both a neighbor and an operator on someone's land — and we approach this role with a focus on safety and stewardship. We commit to responsible operations while we also work to strengthen the areas where we do business, leaving a positive impact through economic and community support.

## Committed to Our Communities

Delivering on our business strategies offers a financial benefit to our shareholders and a positive impact on our communities. Our operations generate economic development through job creation, capital investing, tax payments to municipalities and payments to our royalty owners. In 2014, we paid approximately \$491 million in state and federal taxes. These funds helped facilitate infrastructure projects, education efforts and safety services.

Our company is committed to hiring locally. In 2014, we hired more than 1,300 people, with nearly half of these new hires working outside of the Oklahoma City corporate office. Of our total employee population, 43% regularly work in the field and live in or near the communities where we do business.

## Working with Our Royalty Owners

Operating on the land that someone calls home is a huge responsibility — one that Chesapeake is committed to getting right. We work to build long-term relationships with our royalty owners, and just as our owners allow us access to their property, we make it a priority to be accessible to them.

Critical to this commitment is two-way communication. Our owners have access to our company through our local field employees, at community and industry events, and via our Owner Relations Department. The Owner Relations

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**"They took the time to get to know us and the history of our land. They really cared about our property and made sure we knew exactly what was happening every step of the way."**

— West Virginia Royalty Owner Donald Eaton

### ROYALTY OWNER EDUCATION EFFORTS

Chesapeake is the largest leaseholder in the Marcellus Shale, having drilled or acquired more than 1,100 wells in the area since 2008. With oil and gas production relatively new to the area and royalty payments divided among multiple operators, the Chesapeake team recognized the need to increase education efforts with Pennsylvania royalty owners. As a result, Chesapeake's Pennsylvania Land, Legal and Owner Relations groups partnered to develop a proactive program to both enhance their relationships with royalty owners and increase company accessibility.

The program involves a number of communication avenues, beginning with in-person owner meetings to answer questions and complaints, often regarding royalty payments. Following each of these meetings, Land team members call our owners to address any remaining questions. Chesapeake also has set up a personalized email and phone line specifically for Pennsylvania owners.

Roseanne Allis is a Field Services Assistant, living in Athens, Pennsylvania, who works with royalty owners on a daily basis. She represents Chesapeake at local events and fundraisers, and often gives owners her cell phone number, encouraging them to call her anytime. Allis said, "I am equipped to better serve our community and owners because of this program."

Due to the success of this initiative, the owner education program will expand to more operating regions in 2015.



Chesapeake Pennsylvania employees receive training on the company's royalty owner education program.

Department serves as a central information hub for owners, responding to inquiries about topics such as lease agreements, payments and production. Staffed completely by Chesapeake employees, the Owner Relations group also includes two bilingual operators. In 2014, the team had 425,766 owner relations interactions and responded to each inquiry.

## Legal Proceedings

Chesapeake is currently involved in several legal proceedings stemming from legacy issues including various lawsuits alleging royalty underpayment. While the company expects that no pending or threatened lawsuit relating to the company's business operations will have material financial impact, some of these proceedings have or could affect the company's reputation in the areas where we operate. In alignment with our core values, we are committed to resolving these legacy issues. More information on these proceedings is available in our [10-K](#).

## Preparing First Responders

Partnering with local emergency responders is important to both our safety efforts and our community engagement. Many of our operations are served by rural, often volunteer, fire departments. With limited resources, it is especially important for these departments to know what to expect in an emergency and to have training on specific oilfield incident response.

Chesapeake has a robust first responder outreach program to educate emergency responders on the lifecycle of a well and what they might expect should an incident occur. Our Emergency Response team members personally trained 700 first responders in 2014, reaching emergency personnel across our operating areas, with a particular focus on those areas with the most activity.

### OKLAHOMA CITY FIRE DEPARTMENT TRAINING

Although typically our emergency responder training occurs in the field, an opportunity presented itself at a building scheduled to be torn down on our corporate campus. Before demolishing the building, the company's Emergency Response team offered the facility to the Oklahoma City Fire Department to conduct training drills. In March 2014, 341 firefighters received training on search and rescue, forcible entry, ventilation, and breaking and breaching. They were also able to practice trapped firefighter rescue techniques and rapid intervention for a downed firefighter.

"The Oklahoma City Fire Department constantly trains to ensure the readiness of our equipment and, more importantly, our personnel. As a result of our partnership with Chesapeake, we were able to simulate smoke and heat conditions and take full advantage of the building's layout. We appreciate Chesapeake's generosity and the countless hours

the Chesapeake team provided to ensure our success during these exercises," said G. Keith Bryant, Oklahoma City Fire Department Fire Chief.



*EHS team members work with the Oklahoma City Fire Department during a search and rescue training. The firefighters were trained in a Chesapeake building prior to its demolition.*

## Community Involvement

Chesapeake's community involvement approach emphasizes both partnership and impact. The company's financial contributions are often paired with volunteer support to deepen our engagement with nonprofits and foster a greater sense of community within our employees. Through our H.E.L.P. (Helping Energize Local Progress) Initiative, employees are encouraged to use four hours of company time per year to volunteer at the nonprofit of their choice.

In 2014, Chesapeake supported its operating areas with more than \$10.4 million in donations (both financial and in-kind) and 12,657 volunteer hours.

In Oklahoma City, employees raised more than

**\$2.5 million**  
for United Way of Central Oklahoma,  
the city's largest employee-giving total.

## Supporting the United Way

Every fall, Chesapeake hosts an employee-driven company-wide fundraising campaign for our local United Way chapters with Chesapeake matching employee donations 100%. During a two-month period, our corporate campus and field offices hold a variety of activities to raise donations and awareness about the organization and its beneficiaries. In Oklahoma City alone, employees raised more than \$2.5 million, making Chesapeake's campaign the United Way of Central Oklahoma's largest employee-giving campaign.

Employee generosity extends well beyond Chesapeake's corporate campus. Government Relations employee Paul Pratt helps lead fundraising efforts in the Mansfield and Haughton, Louisiana, offices.

"Giving to United Way of Northwest Louisiana has allowed us to support the many agencies that assist those in need," said Pratt. "They support The Arc of Caddo Bossier, which I have a special connection with because they have cared for my son since infancy."

When Pratt joined the company in 2008, he challenged his co-workers to give — they raised \$1,300. This past year, Chesapeake Haynesville-area employees gave more than \$22,000 to United Way of Northwest Louisiana.

### HOW DO CHESAPEAKE'S CORE VALUES IMPACT OUR ROYALTY OWNER RELATIONSHIPS?

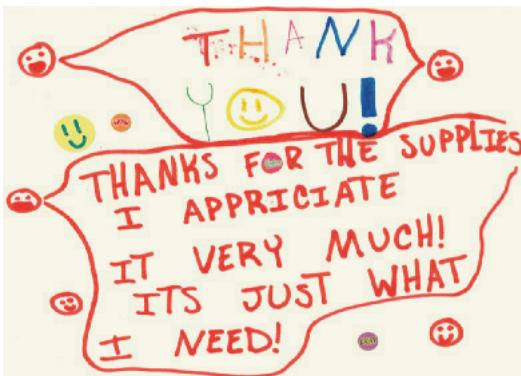
*"Upholding our core values is non-negotiable within our organization, meaning we are committed to respectful relationships with our owners and open, transparent and honest communications. We honor our owner relationships by being responsive, professional and good stewards of our jointly owned resources."*

—Leslie Griffin, Manager – Land



## Committed to Making a Difference

Chesapeake considers six primary focus areas — arts and culture, community development, education, environment, health and social services — when engaging in charitable partnerships. These categories allow us the flexibility to give back, through donations and volunteer time, according to the greatest needs in each community.



### EDUCATION

Chesapeake employees have a long-standing commitment to mentoring students in Oklahoma City and Woodward, Oklahoma, schools. In the last 19 years, Chesapeake has built one of the largest mentoring programs in the state. Each week during the school year, more than 300 employees visit one-on-one with elementary, middle and high school students during their workday. While this time typically focuses on schoolwork, the underlying emphasis is providing a positive and caring adult role model to build confidence beyond the classroom.

### COMMUNITY DEVELOPMENT

In Susquehanna County, Pennsylvania, teachers noticed that some students returned from summer without proper gear and supplies, from books and backpacks down to their shoes. Chesapeake responded to this need by partnering with the Susquehanna County Interfaith organization's Back-to-School Shoe Program. Eligible children receive a new pair of comfortable shoes along with a backpack and school supplies. In 2014, the program prepared 459 children to walk confidently into class.

### ARTS & CULTURE

Chesapeake supports local organizations, such as the Cliburn organization in Central Texas, to enrich communities with arts programming. Through a company donation, the Cliburn was able to fund two community concerts in Fort Worth, bringing classical music to a broad audience who would not typically have exposure to these arts performances.

#### 2014 FINANCIAL DONATION TOTALS BY CATEGORY

Education

**\$2,580,878**

Community Development

**\$1,756,116**

Arts & Culture

**\$830,777**

In 2014, we supported our operating areas with more than \$10.4 million in donations and 12,657 volunteer hours



#### ENVIRONMENT

A group of resourceful Chesapeake employees led Operation Reduce, Reuse and Recycle, an initiative to repurpose surplus corporate supplies. Members of the EHS team challenged Oklahoma City employees to collect and donate excess office items in a central location where other departments and Oklahoma City nonprofit organizations could shop for needed supplies. Fifty-five employees volunteered during the three-day event, and the company estimates that repurposing supplies internally saved more than \$250,000. We also donated more than 9,800 items to 58 nonprofits and prevented 70,000 items from ending up in a landfill.

#### HEALTH

Participating in St. Baldrick's Day has become a tradition for Chesapeake's Oklahoma City employees. Each year, a group collects pledges to fund pediatric cancer research while shaving their heads in solidarity with the children affected by the disease. In 2014, five employees, including Executive Vice President – Operations, Northern Division Chris Doyle, contributed the single highest donation by one team, representing 36% of the event's total funding. Since the event's start 12 years ago, Chesapeake teams have raised more than \$1 million.

#### SOCIAL SERVICES

In 2014, Chesapeake partnered with Habitat for Humanity of Greater Stark and Carroll Counties in Ohio to provide a mother and her two daughters with a new home. The family had previously lived in a confined apartment that did not accommodate the mobility needs of one of the daughters who uses a wheelchair. The local Ohio Chesapeake team responded with both a financial donation and countless volunteer hours. The family moved into their new home in December, living for the first time in a house that is safe, affordable and meets their accessibility needs.

Environment

**\$404,664**

Health

**\$367,200**

Social Services

**\$4,051,011**

# People Focused. Performance Driven.



## KEY ACCOMPLISHMENTS

Reservoir Manager Garrett Benton meets with Reservoir Manager Adam Podschun to collaborate and share key learnings from their respective business units.

Introduced a compensation system that rewards top performance

Launched a new professional development program

Created a leadership academy to cultivate leaders from within

Being a great place to work has been and always will be central to Chesapeake's culture, but our definition of what makes us great has changed. To truly be a great place to work, we must first be a great business. This means continuing our commitment to an innovative and entrepreneurial culture, developing and empowering our talented workforce, and focusing on operational excellence, safety and value maximization for our shareholders.

## Recruiting and Retaining Top Talent

Throughout 2014, Chesapeake's employee population changed significantly. The company reduced its headcount by nearly 50% due to the spin-off of its oilfield services company. At year-end 2014, the company had 5,463 employees, with 57% of employees in the Oklahoma City corporate headquarters and 43% working in the field.

The turnover rate for the company was slightly above industry average at 28%, and more employees (17% of the population, excluding reductions in force or divestitures) chose to leave voluntarily. We attribute this increased rate to the incorporation of a new performance management process and carryover from the company's 2013 staffing reorganization. In order to be even more competitive with our top peers, we made changes to our compensation and benefits plan in 2014. We also introduced an internal job posting system that supports our retention efforts by enabling employees to move within the organization and identify careers most relevant to their skills and interests.

In addition to employee retention, we are focused on recruiting the right candidates who will thrive in our culture. In 2014 we launched several new programs that have honed our candidate pool, including an employee referral program that rewards employees financially for bringing top performers into our workforce.

## Targeted Academic Partnerships

After a thorough review of our academic support approach, including how and where contributions were being utilized, we refined our support to better match our recruiting efforts. In 2014, we gave \$2 million to our university partners for program sponsorships and scholarships, primarily in the areas of engineering, geology and energy management. In addition to better targeting students' areas of study, we also refined the locations of our academic partnerships, providing scholarships to students most likely to relocate to Oklahoma City for a future position at the company.

Our internship program continues to be robust and fills a strong pipeline of smart, entry-level talent. In 2014, we hosted 105 interns, and 26 full-time hires were made through the internship and scholarships programs.

In 2014, we partnered  
with 25 universities, giving  
**\$2 million**  
to train future industry  
professionals.

### EMPLOYEE DATA

TOTAL YEAR-END HEADCOUNT

5,463

COMPANY BREAKDOWN

CAMPUS:

57%  
FIELD: 43%

### TURNOVER (number of employees)

■ 2013 ■ 2014



## Tying Employee Compensation to Job Performance

To be a leading company in our peer group, we recognized the need to make our compensation plan more competitive. We started by benchmarking our program against peers and regional competitors, which motivated us to update the total rewards package now offered to employees. We are committed to maintaining competitive compensation by reviewing our program at least annually.

Another important change to our compensation program was the introduction of pay for performance. Launched in 2013 and realized in 2014, the Performance Plus program aligns employee compensation with the company's business strategies and top financial and operational performance metrics.

Employees set individual annual goals that support the company's overall objectives, and those who meet or exceed their goals are eligible for higher bonus payouts. While compensation is an outcome of this system, the program's backbone is creating a performance-driven culture at Chesapeake.

Performance Plus, coupled with consistent employee titling and a formal salary structure adopted in 2014, created greater transparency among employees about how their performance impacts their total compensation. Not only does this create a sense of fairness across the organization, but our culture also accurately rewards our top performers.

## A Robust Benefits Program

Beyond compensation, Chesapeake offers a competitive benefits program that was thoughtfully realigned in 2014. Our benefits program has always promoted healthy lifestyles, personal financial stability and work-life balance, but employees now also benefit from increased program flexibility and identity protection.

New for 2014, changes to the company's retirement program better protect employees from shifts in commodity pricing. The company now matches up to 15% of an employee's salary with cash rather than company stock to allow for more diversified retirement plans. The company's new paid time off (PTO) plan, introduced in 2014 and implemented in 2015, gives employees more control of their leave by consolidating all PTO instead of dividing time between vacation and sick days. Employees also accrue time based on years of experience rather than tenure with the company.

Also new in 2014, all employees received complimentary LifeLock identity theft and credit card fraud protection from the company. More information on our benefits program, including our benefits brochure, is available in the [Careers section](#) of our website.

### HOW WOULD YOU DESCRIBE CHESAPEAKE'S CULTURE TO PROSPECTIVE EMPLOYEES?

*"We have a culture of respect where everyone's ideas are valued. At the end of the day, I get a feeling of great satisfaction knowing that others appreciate the work I do and that my work is making a difference at the company."*

— Chima Nzewunwah, Senior Geologist



## An Emphasis on Career Development

In support of Chesapeake's employee retention efforts and the company's core value of continuous improvement, we are committed to employees' personal and professional development. In fact, CEO Doug Lawler made enhancing employee development programs one of his personal goals in 2014.

In keeping with that commitment, Chesapeake launched Peake Potential, an all-encompassing talent management program that emphasizes both skills training and leadership development.

The Peake Potential program offers specialized training classes for all levels — from new employees at corporate headquarters to experienced leaders in the field. Individual participants enroll in classes that emphasize teamwork, managing change and career growth, while Chesapeake supervisors participate in the Peake Leader Series to develop effective management skills. Additionally, all employees have access to more than 900 classroom and web-based electives meant to build business acumen and technical skills.

**More than 187,000 training hours**

**900** classroom and web-based electives offered

**\$5,250** a year offered in tuition reimbursement per employee

Beyond the training offered at Chesapeake, the company launched a tuition reimbursement program. Eligible employees receive up to \$5,250 per calendar year to pay for courses at accredited colleges or universities. The program has already been popular among employees, with 98 individuals taking advanced courses in 2014.



*After the launch of our tuition reimbursement program, more than 270 employees attended the company's first career development college fair.*

### DEVELOPING PETROTECHNICAL TALENT: COMPANY PILOTS SPECIALIZED PROGRAM

Chesapeake is piloting a more targeted development approach for its petrotechnical employees, those in professional engineering and geology positions, who make up about 40% of our employee population. To enrich the experience of current employees, the pilot focuses on two components: talent review and technical training.

The formal talent review program facilitates communication regarding career development with employees, their supervisors and a Talent Review Committee. The goal is twofold: to ensure career development discussions are taking place and to assist management in matching employees who are ready for new assignments with openings in the company.

For the technical training component, a discipline-based committee meets regularly to evaluate current training programs and assess the needs of petrotechnical employees in the coming year. Committee members also provide training program guidance, including content development.

This more comprehensive employee development program, coupled with a targeted and effective recruiting approach, is helping Chesapeake create one of the strongest petrotechnical teams in its peer group.

## Recognizing Employees

New for 2014, the company introduced several employee recognition programs designed to honor those who deliver more than what is expected. The Core Values Award is given monthly to an employee or group of employees who embody one or more of Chesapeake's core values. Core Values Award winners are recognized through a number of internal communications. They also receive an award, given to them by their supervisor in front of their peers.

Tax Rep Specialist Rich Sanchez received the Core Values Award for recognizing cost savings for the company and serving as a Chesapeake ambassador to elected officials in the Eagle Ford Shale area.

"I was shocked to be recognized," said Sanchez about receiving the award. "I feel a sense of pride that only comes from working with a great team while creating value for the company."

In addition to a formal monthly award program, Chesapeake launched Applause, a new online employee recognition program that allows managers and employees to immediately honor their co-workers for positive, on-the-job behaviors that support our core values and business strategies. Employees receive digital badges to build their online trophy cases and in some instances, prizes for special accomplishments. Both the Core Values Award and Applause reinforce our commitment to continuous improvement by encouraging our top performers and motivating others to be change leaders.

## Increasing Diversity

The oil and gas industry has historically struggled with creating a diverse workforce. While some of this can be attributed to external factors such as operational locations, we are committed to increasing our diversity through proactive measures. From day one, CEO Doug Lawler has advocated for diversity of thought and people, and we recognize that a strong workforce is made up of individuals with different experiences, training and outlooks. As of year-end 2014, our ethnic minority population was 13%, an approximately 1% decrease from 2013. Our female workforce percentage stayed approximately the same, although we did increase our percentage of women in leadership positions and female new hires in 2014.

EMPLOYEE DATA	2013	2014
<b>WOMEN IN WORKFORCE</b>	30%	29%
<b>WOMEN IN LEADERSHIP</b> <i>(Director and above)</i>	21%	23%
<b>FEMALE NEW HIRES</b>	22%	26%

In 2014, we laid the framework for two foundational programs to increase the diversity of our workforce. The Chesapeake Diversity Council, which formally launched in April 2015, serves as an advisory body on diversity and inclusion, and takes a leadership role in developing diversity policies and programs for the company. The Council also governs our employee-led affinity groups, which are designed to further

## ESTABLISHING THE NEXT GENERATION OF LEADERSHIP: CHESAPEAKE LAUNCHES ACADEMY

Developing the next generation of leaders is critical for Chesapeake's future. Recognizing this, we launched the Chesapeake Leadership Academy to cultivate leaders from within the company. The Academy brings together promising beginning- and mid-level managers from a variety of disciplines (field and corporate) to complete an intensive weeklong program that increases their business acumen, industry knowledge and leadership skills.

The Academy works not only to help our leadership team succeed in their current roles, but also to advance and cultivate career-long achievements at Chesapeake. Since its start in early 2014, 68 Chesapeake leaders have successfully completed 2,720 hours of specialized training. Of the 2014 participants, 22 have received promotions, including three promotions to a Vice President level.

"The Chesapeake Leadership Academy taught me leadership skills, but most importantly, it taught me what it means to be a leader at Chesapeake," said Sarika Agarwala, who was promoted to Vice President of Corporate and Strategic Planning after her participation in the Chesapeake Leadership Academy. "In my corporate planning work, my team and I act as a central hub for assimilating and analyzing Chesapeake data. My experience with the Leadership Academy helped me build a network of co-workers across multiple disciplines, which enables me to take a more comprehensive approach to my team's functions."



personal and professional development among our diverse populations. The Council has commitment from the top, with Cathy Tompkins, Senior Vice President – Information Technology and Chief Information Officer, serving as the company's diversity champion.

We also formalized an affirmative action program that launched companywide in 2014. The program offers annual diversity training to all supervisors and above, as well as an annual analysis of the company's population to determine if there are any areas particularly lacking in diversity. Should our audit reveal areas that need diversity focus, our Human Resources team will work directly with leadership to develop an action plan for improvement.

In alignment with our affirmative action program, Chesapeake conducts a fairness check each performance review cycle to identify if any protected groups have areas of potential adverse impact. Should there be a trend within a certain group, the group's performance ratings, promotions and compensation recommendations are studied more thoroughly, and discussions take place with leadership to help facilitate fairness across the organization.

## Creating a Family First Culture

Adopting a family-friendly culture has helped Chesapeake recruit a more diverse workforce. Benefits such as a child development center at our Oklahoma City headquarters provide working parents with peace of mind that their children are receiving best-in-class care at an easily accessible location. Chesapeake's compressed workweek also allows for schedule flexibility for employees.



New in 2014, Chesapeake hosted its first Bring Your Child to Work Day. Children ages 5 to 12 participated in morning programming before joining their parents for lunch and time in the office.



Chesapeake recognizes its veterans through annual Veterans Day ceremonies. During these events, managers present military service members with commemorative challenge coins to thank them for their service.

A number of additional benefits support Chesapeake's emphasis on family and, in turn, reaffirm the company as a great place to work. For those employees faced with challenges in growing their families, Chesapeake offers adoption and infertility assistance. The company offers paid maternity leave to all mothers (those who adopt and those who give birth), as well as the option of then returning to work part-time for up to eight weeks to ease their transition back into the office.

## Supporting Veterans

Chesapeake is proud to be an employer of more than 420 veterans, representing nearly 8% of our employee population. Recognizing the talent veterans bring to our organization, we actively recruit through military job fairs and offer a veterans-only email address to give military candidates direct access to our talent acquisition team. Our recruiting team members are trained to review and translate military resumes for hiring managers to highlight the skills of veteran candidates.

After veterans join the company, they are supported through a number of dedicated programs. CHK Troop Connect, an affinity group for veterans and family members of veterans, is designed to ease the transition to civilian life and connect veterans to help ensure success within the company. As a Troop Connect member, an employee can access the group's private social media network, attend networking and volunteer activities, and request a mentor who is a fellow veteran.

Lastly, Chesapeake introduced a new benefit in 2014 specifically to support those employees called to service while working for the company. Through Chesapeake's military differential pay benefit, all qualified, full-time employees who are called to serve or train for 30 or more days are eligible for differential pay.

## Key Performance Indicators 2014

ECONOMIC		ENVIRONMENT																																																																													
Revenues	\$20.951 billion	Greenhouse gas emissions (million metric tons CO <sub>2</sub> e, EPA reported)	5.20																																																																												
Net income available to shareholders	\$1.273 billion	Average water used to drill and complete a well (million gal/well)	5.52																																																																												
EBITDA	\$4.945 billion	Water efficiency (gal/MMBTU)	1.35																																																																												
Operating cash flow	\$5.026 billion	Total volume of produced water recycled/reused (gal)	438,003,000																																																																												
Cash dividends declared per common share	\$0.35	FracFocus disclosures (# since 2011)	5,325																																																																												
Tax revenue (state and federal)	\$491 million	Violations resulting in fines in excess of \$100,000	0																																																																												
Total number of operated wells	21,000	Spills > 100 bbls (#)	38																																																																												
Number of operated wells completed	1,048 (625 net)	Spills > 100 bbls (# of barrels)	10,332																																																																												
Average daily production (mboe)	706	Spills > 100 bbls (volume recovered)	5,388																																																																												
Proved reserves (bboe)	2.469	Spills > 100 bbls (% recovered)	52%																																																																												
CORPORATE GOVERNANCE		Ratio of oil spilled to total produced fluids																																																																													
Board members	10*	Solar panels installed for automation	3,172 (approximate)																																																																												
Number of independent Board members	9*	Solar panels in service	33,000 (approximate)																																																																												
Ethics training sessions	47	Fleet vehicles	3,041																																																																												
Employees trained in ethics	5,463	CNG vehicles in fleet	1,580																																																																												
Business partners trained in ethics	2,846	Annual CNG cost savings	\$1.8 million**																																																																												
Ethics inquiries/investigations	141/101	Fleet fuel usage gasoline (gal)	3 million																																																																												
HEALTH AND SAFETY		Fleet fuel usage % gasoline																																																																													
EHS professionals	184	Fleet fuel usage CNG (gge)																																																																													
EHS training hours	76,685	Fleet fuel usage % CNG																																																																													
EHS training courses offered	125	20%**																																																																													
Attendees safety trained	3,659	COMMUNITY																																																																													
Employees trained in safe driving courses	2,626	Man-hours in safety training courses	68,425	Charitable giving (financial/in-kind)	\$10.4 million	At-fault motor vehicle accidents (MVA) rate (per million miles)	2.46	Organizations receiving donations (financial/in-kind)	551	Supervisors who completed drug testing/substance abuse training	331	Employee giving	\$1.3 million	Employee Total Recordable Incident Rate (TRIR)	0.31	Employee volunteer hours	12,657**	Employee Lost Time Incident Rate (LTIR)	0.09	Organizations supported by employee volunteering	228	Employee fatalities	0	Scholarships awarded	251	Contractor OSHA recordable incidents	241	University support	\$2 million	Contractor fatalities	0	EMPLOYEES						Employee headcount	5,463			New hires	1,308			Female new hires (%)	26%			Women in workforce (%)	29%			Women in workforce at OKC HQ (%)	42%			Women in leadership (director level and above)(%)	23%			Ethnic minorities in workforce (%)	13%			Veterans in workforce (%)	8%			Median workforce age	38			Turnover rate (%)	28%			Total training hours	186,950
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\* Includes the addition of Kimberly K. Querrey who joined the Board on April 7, 2015

\*\* Includes Chesapeake Oilfield Services data

## Corporate Responsibility Report Indicators

SECTION	SUBSECTION	IPIECA/API/IOGP	GRI (G4 AND OGSS)
LETTER TO OUR STAKEHOLDERS			G4-1; G4-5; G4-6; G4-13
ABOUT OUR COMPANY			G4-7; G4-8; G4-9; OG1
	Executing Our Business Strategies	SE1	G4-3; G4-4; G4-24; OG1
	Transparency with Our Stakeholders		
CORPORATE GOVERNANCE			
	Board Accountability and Oversight		G4-34; G4-35; G4-36; G4-48; G4-49
	A Revised Code of Business Conduct	SE11	G4-56; G4-57; G4-58
	Setting Clear Expectations and Monitoring Compliance	SE18	S02; S04
	Political Participation	SE14	S06
	Managing a Centralized Supply Chain Network		
	Upholding Our Supplier Code of Conduct	SE12	LA14
	Focusing on Risk Management		
	Business Continuity		
SAFETY			
	Setting a New Safety Standard	HS3	LA6
	Equipping Employees to Make Safe Decisions	HS3	LA7
	Getting to the Root Cause of Incidents	HS3	LA7
	Improving Campus Safety	HS3	LA7
	Focused Contractor Safety	HS3	LA7
	Raising Safe Driving Performance	HS3	LA7
	Emergency Preparedness and Response	HS3	LA7
	Promoting Employee Health	HS2	LA7
ENVIRONMENT			
	A Strategy for Environmental Excellence		
	Preventing and Reducing Spills	E8	EN24
	Preserving Air Quality	E4	EN19; OG6
	Responsible Water Use	E6	
	Water Sourcing and Recycling		EN8; EN10; OG5
	Selecting Sites with a Focus on Stewardship	E5	EN11; EN13; OG4
	Transparency in the Use of Chemicals		
	Studying Seismicity		
	Alternative Fuels Power Operational Change	E3	EN6

## Corporate Responsibility Report Indicators (cont.)

SECTION	SUBSECTION	IPIECA/API/IOGP	GRI (G4 AND OGSS)
<b>COMMUNITIES</b>			
	Committed to Our Communities	SE4; SE6	EC7; EC8
	Working with Our Royalty Owners	SE1	SO1
	Legal Proceedings		
	Preparing First Responders		
	Community Involvement	SE1	
	Supporting the United Way		
	Committed to Making a Difference	SE4	EC8
<b>EMPLOYEES</b>			
	Recruiting and Retaining Top Talent	SE16	G4-10; LA1
	Targeted Academic Partnerships		SE4
	Tying Employee Compensation to Job Performance		
	A Robust Benefits Program		LA2
	An Emphasis on Career Development	SE17	LA9; LA10
	Recognizing Employees		
	Increasing Diversity	SE15	LA12
	Creating a Family First Culture		
	Supporting Veterans		
<b>KEY PERFORMANCE INDICATORS</b>		E1; E3; E6; E7; E8; HS1; HS3; SE4; SE11; SE12; SE15; SE17	EC1; EC8; EN7; EN8; EN10; EN16; EN20; EN21; EN23; EN28; LA1; LA2; LA7; LA8; LA10; LA13; SO3; OG1; OG3; OG5
<b>INSIDE BACK COVER</b>			G4-28; G4-29; G4-30; G4-31

## AWARDS

- » **Top Veteran-Friendly Companies 2014** — U.S. Veterans Magazine
- » **2015 Military Friendly® Employer** — Victory Media
- » **Workforce 100 (Top Companies for Human Resources)** — Workforce Magazine
- » **2014 Best Adoption-Friendly Workplaces** — Dave Thomas Foundation for Adoption

## ABOUT THIS REPORT

This report, our fourth annual corporate responsibility report, focuses on our 2014 progress and performance on issues material to our business, including those topics of greatest relevance to our stakeholders. Throughout the report, relevant online links direct readers to our website where the most up-to-date information regarding our sustainability efforts is available. The data and narrative included in this report reflect our operations at the end of 2014. As such, information related to our former oilfield services brand, Chesapeake Oilfield Services (now Seventy Seven Energy), will be recorded as contractor data unless material to our business and noted accordingly in the report.

## COMMUNICATE WITH THE COMPANY

### Board of Directors

c/o James R. Webb  
Executive Vice President – General Counsel and Corporate Secretary  
P.O. Box 18496 Oklahoma City, OK 73154  
866-291-3401 (Director Access Line)

### Compliance and Ethics

Patrick K. Craine  
Vice President – Chief Compliance Officer  
877-CHK-8007 (877-245-8007) (anonymous)  
[compliance@chk.com](mailto:compliance@chk.com)  
[chkethics.com](http://chkethics.com)

### Investor Relations

Brad Sylvester  
Vice President – Investor Relations and Communications  
405-935-8870  
[ir@chk.com](mailto:ir@chk.com)

### Owner Relations

877-CHK-1GAS (877-245-1427)  
[contact@chk.com](mailto:contact@chk.com)

### Careers

[chk.com/careers](http://chk.com/careers)  
[@CHKcareers](https://www.linkedin.com/company/chk-careers)



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