

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2023</div> <div>This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
A	This return/report is for: <div><div>☐ a multiemployer plan</div><div>☐ a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.)</div><div>☒ a single-employer plan</div><div>☐ a DFE (specify) _____</div></div>
B	This return/report is: <div><div>☐ the first return/report</div><div>☐ the final return/report</div><div>☐ an amended return/report</div><div>☐ a short plan year return/report (less than 12 months)</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div><div>☒ Form 5558</div><div>☐ automatic extension</div><div>☐ the DFVC program</div><div>☐ special extension (enter description)</div></div>
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶ ☐

Part II	Basic Plan Information—enter all requested information
1a	Name of plan RETIREMENT PLAN OF MARATHON OIL COMPANY
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 01/01/1936
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) MARATHON OIL COMPANY 990 TOWN AND COUNTRY BOULEVARD HOUSTON, TX 77024
2b	Employer Identification Number (EIN) 25-1410539
2c	Plan Sponsor's telephone number 713-629-6600
2d	Business code (see instructions) 211120

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2024	JANELLE CASILIO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☐ Same as Plan Sponsor		3b Administrator's EIN 32-0611796	
BENEFITS ADMINISTRATIVE COMMITTEE OF MARATHON OIL COMPANY		3c Administrator's telephone number 713-629-6600	
990 TOWN AND COUNTRY BOULEVARD HOUSTON, TX 77024			
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:		4b EIN	
a Sponsor's name		4d PN	
c Plan Name			
5 Total number of participants at the beginning of the plan year		5	2569
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).			
a(1) Total number of active participants at the beginning of the plan year		6a(1)	1170
a(2) Total number of active participants at the end of the plan year		6a(2)	1273
b Retired or separated participants receiving benefits		6b	201
c Other retired or separated participants entitled to future benefits		6c	920
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	2394
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	241
f Total. Add lines 6d and 6e		6f	2635
g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item)		6g(1)	
g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g(2)	
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	23
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1C 3F 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)	
(1) ☒ Insurance		(1) ☒ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts		(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust		(3) ☒ Trust	
(4) ☐ General assets of the sponsor		(4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules		b General Schedules	
(1) ☒ R (Retirement Plan Information)		(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		(2) ☐ I (Financial Information – Small Plan)	
(3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(3) ☒ A (Insurance Information) – Number Attached <u>1</u>	
(4) ☐ DCG (Individual Plan Information) – Number Attached _____		(4) ☒ C (Service Provider Information)	
(5) ☐ MEP (Multiple-Employer Retirement Plan Information)		(5) ☒ D (DFE/Participating Plan Information)	
		(6) ☐ G (Financial Transaction Schedules)	

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2023 Form M-1 annual report. If the plan was not required to file the 2023 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

<div>SCHEDULE A</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Insurance Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> <div>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div>	<div>OMB No. 1210-0110</div> <div>2023</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan RETIREMENT PLAN OF MARATHON OIL COMPANY	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 MARATHON OIL COMPANY	D Employer Identification Number (EIN) 25-1410539	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions	Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
AXA EQUITABLE LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-5570651	62944	AC1547-A	101	01/01/2023	12/31/2023

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end.....	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b Premiums paid to carrier **6b**

c Premiums due but unpaid at the end of the year..... **6c**

d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**
Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☒ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	5693196
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	164582
(4) Transferred from separate account.....	7c(4)	
(5) Other (specify below)	7c(5)	
(6) Total additions	7c(6)	164582
d Total of balance and additions (add lines 7b and 7c(6))	7d	5857778
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	-245087
(2) Administration charge made by carrier	7e(2)	26871
(3) Transferred to separate account.....	7e(3)	
(4) Other (specify below)	7e(4)	
(5) Total deductions	7e(5)	-218216
f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	6075994

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
b ☐ Dental
c ☐ Vision
d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
f ☐ Long-term disability
g ☐ Supplemental unemployment
h ☐ Prescription drug
i ☐ Stop loss (large deductible)
j ☐ HMO contract
k ☐ PPO contract
l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount	10b	

Specify nature of costs.

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A?..... ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2023</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
▶ Round off amounts to nearest dollar.	
▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.	
A Name of plan RETIREMENT PLAN OF MARATHON OIL COMPANY	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF MARATHON OIL COMPANY	D Employer Identification Number (EIN) 25-1410539
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information			
1	Enter the valuation date: Month 01 Day 01 Year 2023			
2	Assets:			
a	Market value	2a	171383719	
b	Actuarial value	2b	188522090	
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a	For retired participants and beneficiaries receiving payment	466	24026820	24026820
b	For terminated vested participants	933	64822313	64822313
c	For active participants	1170	108719035	113947438
d	Total	2569	197568168	202796571
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a	Funding target disregarding prescribed at-risk assumptions	4a		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5	5.24 %	
6	Target normal cost			
a	Present value of current plan year accruals	6a	11912874	
b	Expected plan-related expenses	6b	1957778	
c	Target normal cost	6c	13870652	

Statement by Enrolled Actuary
To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

<div>SIGN HERE</div>	<div>Signature of actuary</div> <div>CARL GILLETTE</div> <div>Type or print name of actuary</div> <div>AON CONSULTING, INC.</div> <div>Firm name</div> <div>MSC# 17866 P.O. BOX 803507 DALLAS, TX 75380</div> <div>Address of the firm</div>	<div>09/18/2024</div> <div>Date</div> <div>23-07739</div> <div>Most recent enrollment number</div> <div>281-882-1000</div> <div>Telephone number (including area code)</div>
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Part II		Beginning of Year Carryover and Prefunding Balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>-15.48</u> %	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		10370838
b(1)	Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>5.39</u> %		558988
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c	Total available at beginning of current plan year to add to prefunding balance		10929826
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III		Funding Percentages	
14	Funding target attainment percentage	14	92.96 %
15	Adjusted funding target attainment percentage	15	92.96 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	96.39 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV		Contributions and Liquidity Shortfalls	
18 Contributions made to the plan for the plan year by employer(s) and employees:			
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	
04/14/2023	3300000	0	
07/14/2023	3100000	0	
10/13/2023	3100000	0	
01/12/2024	3100000	0	
07/15/2024	7100000	0	
09/12/2024	3700000	0	
Totals ►		18(b)	23400000
		18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 22147029
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost
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21 Discount rate:			
a Segment rates:	1st segment: 4.75 %	2nd segment: 5.00 %	3rd segment: 5.74 % ☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 55
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI	Miscellaneous Items
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24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Demographic and benefit information	
a Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
b Is the plan required to provide a projection of expected benefit payments? If "Yes," see instructions regarding required attachment ...	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII	Reconciliation of Unpaid Minimum Required Contributions For Prior Years
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28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII	Minimum Required Contribution For Current Year
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31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6c).....	31a	13870652	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	14274481	1408442	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)....	34	15279094	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	15279094	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	22147029	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	6867935	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX	Pension Funding Relief Under the American Rescue Plan Act of 2021 (See Instructions)
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41 If an election was made to use the extended amortization rule for a plan year beginning on or before December 31, 2021, check the box to indicate the first plan year for which the rule applies. ☐ 2019 ☐ 2020 ☒ 2021
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<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection.

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan RETIREMENT PLAN OF MARATHON OIL COMPANY	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 MARATHON OIL COMPANY	D Employer Identification Number (EIN) 25-1410539	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. ☐ Yes ☒ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
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--

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

WELLINGTON MANAGEMENT COMPANY

30-0835489

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68	NONE	631727	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

THE BANK OF NEW YORK MELLON

13-5160382

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	TRUSTEE	85375	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

DLJ REAL ESTATE CAPITAL PARTNERS

13-4075345

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	9860	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

DELOITTE TAX LLP

86-1065772

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 50	NONE	9440	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

SCHNEIDER DOWNS & CO, INC.

25-1408703

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 50	NONE	6780	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center; font-weight: bold;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large; font-weight: bold;">2023</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

<p>A Name of plan <u>RETIREMENT PLAN OF MARATHON OIL COMPANY</u></p>	<p>B Three-digit plan number (PN) ▶</p>	<p><u>001</u></p>
<p>C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>MARATHON OIL COMPANY</u></p>	<p>D Employer Identification Number (EIN) <u>25-1410539</u></p>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)
(Complete as many entries as needed to report all interests in DFEs)	

<p>a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MERCER ACTIVE LONG CORP FIXED INC</u></p>				
<p>b Name of sponsor of entity listed in (a): <u>MERCER TRUST COMPANY LLC</u></p>				
<p>c EIN-PN <u>45-6178743-004</u></p>	<p>d Entity code <u>C</u></p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>25832354</u></p>		
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MERCER EMERGING MARKETS EQUITY</u></p>				
<p>b Name of sponsor of entity listed in (a): <u>MERCER TRUST COMPANY LLC</u></p>				
<p>c EIN-PN <u>32-6219484-017</u></p>	<p>d Entity code <u>C</u></p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>13640756</u></p>		
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MERCER GLOBAL LOW VOLATILITY EQUITY</u></p>				
<p>b Name of sponsor of entity listed in (a): <u>MERCER TRUST COMPANY LLC</u></p>				
<p>c EIN-PN <u>35-7004395-018</u></p>	<p>d Entity code <u>C</u></p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>11633036</u></p>		
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MERCER LONG STRIPS FIXED INCOME</u></p>				
<p>b Name of sponsor of entity listed in (a): <u>MERCER TRUST COMPANY LLC</u></p>				
<p>c EIN-PN <u>80-6243236-019</u></p>	<p>d Entity code <u>C</u></p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>11374693</u></p>		
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MERCER ULTRA LONG DURATION</u></p>				
<p>b Name of sponsor of entity listed in (a): <u>MERCER TRUST COMPANY LLC</u></p>				
<p>c EIN-PN <u>83-2461327-047</u></p>	<p>d Entity code <u>C</u></p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>10759568</u></p>		
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MERCER NON-US CORE EQUITY</u></p>				
<p>b Name of sponsor of entity listed in (a): <u>MERCER TRUST COMPANY LLC</u></p>				
<p>c EIN-PN <u>03-0566617-009</u></p>	<p>d Entity code <u>C</u></p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>25812609</u></p>		
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MERCER US LARGE CAP PASSIVE EQUITY</u></p>				
<p>b Name of sponsor of entity listed in (a): <u>MERCER TRUST COMPANY LLC</u></p>				
<p>c EIN-PN <u>03-0566613-005</u></p>	<p>d Entity code <u>C</u></p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>32669612</u></p>		

a Name of MTIA, CCT, PSA, or 103-12 IE: MERCER US SMALL-MID CAP GROWTH EQ		
b Name of sponsor of entity listed in (a): MERCER TRUST COMPANY LLC		
c EIN-PN 87-3206185-049	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9675613
a Name of MTIA, CCT, PSA, or 103-12 IE: WTC-CTF OPPORTUNISTIC FIXED INCOME		
b Name of sponsor of entity listed in (a): WELLINGTON TRUST COMPANY, NA		
c EIN-PN 90-6110062-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24219928
a Name of MTIA, CCT, PSA, or 103-12 IE: WTC-CIF GLOBAL RESEARCH EQUITY		
b Name of sponsor of entity listed in (a): WELLINGTON TRUST COMPANY, NA		
c EIN-PN 04-2767481-028	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: CIF ENDURING ASSETS		
b Name of sponsor of entity listed in (a): WELLINGTON TRUST COMPANY, NA		
c EIN-PN 04-2767481-130	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: WTC-CIF INVEST GRADE CORP LONG BOND		
b Name of sponsor of entity listed in (a): WELLINGTON TRUST COMPANY, NA		
c EIN-PN 04-6913417-120	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: WTC-CIF II US INTERMEDIATE		
b Name of sponsor of entity listed in (a): WELLINGTON TRUST COMPANY, NA		
c EIN-PN 04-6913417-172	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: WTC-CIF US LONG TREASURY		
b Name of sponsor of entity listed in (a): WELLINGTON TRUST COMPANY, NA		
c EIN-PN 04-6913417-173	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: WTC-CIF II SELECT LEADERS		
b Name of sponsor of entity listed in (a): WELLINGTON TRUST COMPANY, NA		
c EIN-PN 04-6913417-174	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: WTC-CIF US LONG STRIPS		
b Name of sponsor of entity listed in (a): WELLINGTON TRUST COMPANY, NA		
c EIN-PN 04-6913417-182	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: WTC-CTF DURABLE COMPANIES		
b Name of sponsor of entity listed in (a): WELLINGTON TRUST COMPANY, NA		
c EIN-PN 46-3572913-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

Part II Information on Participating Plans (to be completed by DFEs, other than DCGs)

(Complete as many entries as needed to report all participating plans. DCGs must report each participating plan using Schedule DCG.)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan RETIREMENT PLAN OF MARATHON OIL COMPANY	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 MARATHON OIL COMPANY	D Employer Identification Number (EIN) 25-1410539	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	318289	300804
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	13100000	13900000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	366070	274870
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	8069257	1103885
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	21812157	896
(5) Partnership/joint venture interests	1c(5)	4404684	3436755
(6) Real estate (other than employer real property)	1c(6)	3773024	3306749
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	114318197	165618169
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	5365279	6075994
(15) Other	1c(15)	1518499	887031

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	173045456	194905153
Liabilities			
g Benefit claims payable	1g	2420338	496518
h Operating payables	1h	245686	590000
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	2666024	1086518
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	170379432	193818635

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	23400000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B), (C), and line 2a(2)	2a(3)		23400000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	-304	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	437706	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		437402
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	3935128	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B), and (C)	2b(2)(D)		3935128
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	74497190	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	72467402	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		2029788
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	-29996	
(B) Other	2b(5)(B)	-5305925	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		17791913
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		981149
c Other income	2c		392800
d Total income. Add all income amounts in column (b) and enter total	2d		43632259

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	16938826	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		16938826
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Recordkeeping fees.....	2i(3)		
(4) IQPA audit fees.....	2i(4)		
(5) Investment advisory and investment management fees	2i(5)	957137	
(6) Bank or trust company trustee/custodial fees	2i(6)	130375	
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)	2166718	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		3254230
j Total expenses. Add all expense amounts in column (b) and enter total	2j		20193056

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		23439203
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unmodified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) ☐ DOL Regulation 2520.103-8 (2) ☐ DOL Regulation 2520.103-12(d) (3) ☒ neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **MCCONNEL AND JONES LLP**

(2) EIN: **76-0488832**

d The opinion of an independent qualified public accountant is **not attached** as part of Schedule H because:

(1) ☐ This form is filed for a CCT, PSA, DCG or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		☒	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		☒	
e Was this plan covered by a fidelity bond?	☒		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	☒		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☒ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 517090.

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2023</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan RETIREMENT PLAN OF MARATHON OIL COMPANY		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 MARATHON OIL COMPANY		D Employer Identification Number (EIN) 25-1410539
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-3275867		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year		3 68
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☒ No ☐ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☒ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ☒ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2023 v. 230707		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for: a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment) b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment) c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14a 14b 14c	
15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to: a The corresponding number for the plan year immediately preceding the current plan year b The corresponding number for the second preceding plan year	15a 15b	
16 Information with respect to any employers who withdrew from the plan during the preceding plan year: a Enter the number of employers who withdrew during the preceding plan year b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16a 16b	
17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐	
19 If the total number of participants is 1,000 or more, complete lines (a) and (b): a Enter the percentage of plan assets held as: Public Equity: <u>24.0</u> % Private Equity: <u>3.0</u> % Investment-Grade Debt and Interest Rate Hedging Assets: <u>67.0</u> % High-Yield Debt: <u>0.0</u> % Real Assets: <u>3.0</u> % Cash or Cash Equivalents: <u>0.0</u> % Other: <u>3.0</u> % b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets: ☐ 0-5 years ☒ 5-10 years ☐ 10-15 years ☐ 15 years or more	
20 PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20. a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☒ No b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box: ☐ Yes. ☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date. ☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date. ☐ No. Other. Provide explanation: _____	

Part VII	IRS Compliance Questions
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21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? ☐ Yes ☒ No 21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2). ☐ Design-based safe harbor method ☐ "Prior year" ADP test ☐ "Current year" ADP test ☒ N/A	
22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter ___/___/___ (MM/DD/YYYY) and the Opinion Letter serial number _____.	

**Retirement Plan of
Marathon Oil Company
Financial Statements and
Independent Auditor's Report
December 31, 2023 and 2022**

Retirement Plan of Marathon Oil Company

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December 31, 2023 and 2022

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Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.	



Independent Auditor's Report

To the Participants and Plan Administrator of
Retirement Plan of Marathon Oil Company

Opinion on the Financial Statements

We have audited the financial statements of Retirement Plan of Marathon Oil Company (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements (collectively, the financial statements).

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2023 and 2022, and the changes in net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (U.S. GAAS). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Plan management (Management) is responsible for the preparation and fair presentation of the financial statements in accordance with U.S. GAAP, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the plan, and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.



Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with U.S. GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with U.S. GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by Management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Plan's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matter—Supplemental Schedules Required by ERISA

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The schedule of assets (held at end of year) as of December 31, 2023, and schedule of assets (acquired and disposed of within year) and schedule of reportable transactions, for the year ended December 31, 2023, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of Management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to



McConnell
Jones

the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with U.S. GAAS.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, including their form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion, the information in the accompanying supplemental schedules is fairly stated, in all material respects, in relation to the financial statements as a whole, and the form and content are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

McConnell & Jones LLP

Houston, Texas
October 11, 2024

Retirement Plan of Marathon Oil Company
Statements of Net Assets Available for Benefits
December 31, 2023 and 2022

Assets	2023	2022
Investments, at fair value	<u>\$ 180,429,479</u>	<u>\$ 159,261,097</u>
Total investments	<u>180,429,479</u>	<u>159,261,097</u>
Receivables		
Employer's contributions	13,900,000	13,100,000
Accrued interest and dividends	<u>240,354</u>	<u>366,070</u>
Total receivables	<u>14,140,354</u>	<u>13,466,070</u>
Cash		
Disbursement account for benefit payments	34,516	—
At broker	<u>300,804</u>	<u>318,289</u>
Total cash	<u>335,320</u>	<u>318,289</u>
Total assets	<u>194,905,153</u>	<u>173,045,456</u>
Liabilities		
Accrued expenses	<u>590,000</u>	<u>245,686</u>
Total liabilities	<u>590,000</u>	<u>245,686</u>
Net assets available for benefits	<u><u>\$ 194,315,153</u></u>	<u><u>\$ 172,799,770</u></u>

The accompanying notes are an integral part of these financial statements.

Retirement Plan of Marathon Oil Company
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2023 and 2022

	2023	2022
Additions/(Reductions)		
Investment income/(loss)		
Net appreciation/(depreciation) in fair value of investments	\$ 15,859,729	\$ (33,640,898)
Interest	437,402	262,005
Dividends	3,935,128	3,983,984
Net investment income/(loss)	20,232,259	(29,394,909)
Contributions from plan sponsor (Note 6)	23,400,000	24,200,000
Total additions/(reductions)	43,632,259	(5,194,909)
Deductions		
Benefits paid directly to participants	18,862,646	24,199,831
Administrative expenses	3,254,230	3,098,445
Total deductions	22,116,876	27,298,276
Net increase/(decrease)	21,515,383	(32,493,185)
Net assets available for benefits:		
Beginning of year	172,799,770	205,292,955
End of year	<u>\$ 194,315,153</u>	<u>\$ 172,799,770</u>

The accompanying notes are an integral part of these financial statements.

Retirement Plan of Marathon Oil Company

Notes to Financial Statements

December 31, 2023 and 2022

1. Description of the Retirement Plan of Marathon Oil Company

The following description of the Retirement Plan of Marathon Oil Company (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended.

General

The Plan was adopted on January 1, 1936. The Plan is a non-contributory defined benefit pension plan covering eligible employees of participating employers which are Marathon Oil Company, Marathon Oil Corporation and Marathon Service Company.

The Plan is sponsored by Marathon Oil Company (the “Company” or “MOC”), 990 Town and Country Blvd, Houston, TX 77024. The Plan’s “Plan Year” is the calendar year. The Plan Administrator is the Benefits Administrative Committee (“BAC”). The Plan’s record keeper is Fidelity Workplace Services LLC (“Fidelity”), and the Plan’s Trustee is Bank of New York Mellon (“BNY Mellon” or the “Trustee”). Investment management services for the Plan were transitioned from Wellington Management Group to Mercer Investments LLC (“Mercer”) in 2023. Mercer was engaged effective September 8, 2023, as the Plan’s investment manager, to provide discretionary investment management services for the Plan’s assets, except for the Plan’s investments in private equity, real estate, and timber and in the Contract with The Equitable (as such terms are defined below). Mercer also provides non-discretionary investment consulting services for the Plan. Investment decisions related to the Plan’s investments are made by the Investment Committee of the Plan or by Mercer to the extent in scope of its discretionary investment management engagement. The Company amended and restated the Plan, effective as of August 21, 2020, incorporating prior amendments and making certain governance updates. Effective beginning in 2020, the starting age for required minimum distributions increased to age 72 for participants reaching age 70 ½ in 2020 or a later year in accordance with the Setting Every Community Up for Retirement Enhancement Act of 2019 (“SECURE Act”). Also, in accordance with the SECURE 2.0 Act of 2022, the starting age for required minimum distributions increased to age 73 for participants reaching age 72 after December 31, 2022, and before January 1, 2033.

Pension Benefits

Regular full-time or part-time employees, as defined by the Plan, were eligible to participate in the Plan prior to December 31, 2011 upon meeting the following eligibility requirements: attainment of age 21 and one year of service; not a non-resident alien with no U.S. source income; and not participating in another retirement plan towards which a participating employer makes contributions. Beginning January 1, 2012, employees are immediately eligible upon hire. The one year of service and attainment of age 21 is no longer required. Prior to January 1, 2010, employees vest at the earlier of attainment of the normal retirement age of 65 or after completion of five years of vesting service, as defined by the Plan. Effective January 1, 2010, vesting service for current eligible employees changed to three years. Early retirement benefits payable under the Plan are reduced proportionately based on the early retirement factors as defined by the Plan. The Plan

Retirement Plan of Marathon Oil Company

Notes to Financial Statements

December 31, 2023 and 2022

provides a normal form of benefit of a single life annuity for unmarried participants or a joint and 50 percent survivor annuity for married participants who have attained normal retirement age of 65 or who are not eligible to retire under the terms of the Plan. The normal form of benefit for a participant who is eligible for early retirement under the Plan is a single life annuity payable until age 65, with the option to elect a different annuity form of benefit at age 65. The Plan also provides other optional forms of benefit including lump-sum. Early and surviving spouse retirement benefits are also provided.

Effective January 1, 2010, the Plan was amended such that a cash balance design was implemented, and retirement benefits began to accrue under the cash balance design. Eligible active employees participating in the Plan on or after January 1, 2010 are eligible for a cash balance benefit. The cash balance on any date equals the sum of the opening cash balance, the pay credits, and the interest credits that have been added to the cash balance through that date. Pay credits are based on the participant's attained points (age plus service) and range from 7-11 percent. The interest credit includes a monthly interest crediting rate tied to the 30-year Treasury securities with a 3 percent minimum which satisfies interest credit rate requirements under Treasury Regulations Section 1.411(b).

Prior to January 1, 2010, the Plan benefit design ("legacy benefits") was based on a final average pay formula, as discussed below. Effective December 31, 2009, new participation in the legacy benefits was discontinued, and Plan participation service was frozen for the legacy benefits. Participants who were active employees and participating in the Plan prior to January 1, 2010, remain eligible for the legacy benefits, with application of compensation updates generally through July 5, 2015, as discussed below, and continued age growth. Legacy benefits are generally reduced for benefit commencement prior to the normal retirement age of 65. Early retirement factors apply if a participant is eligible for early retirement; actuarial factors apply otherwise. Age at separation from employment determines early retirement eligibility, and the applicable reduction factor is based on age at benefit commencement.

The amount of the monthly retirement legacy benefit of a participant who retires on his or her normal retirement date or thereafter with at least 37 years and 6 months of Plan participation service is equal to 60 percent of the participant's "final average pay" less 50 percent of his or her "primary social security benefit". Final average pay is the highest total gross pay (as defined by the Plan) of a participant for any consecutive 36-month period in the applicable 10-year period of active employment, divided by 36. For those participants who terminated employment prior to July 5, 2015, the applicable 10-year period shall generally be their final 10 years of employment. For those participants who remain employed after July 5, 2015, the applicable 10-year period shall generally be the 10-year period ending on July 5, 2015. No changes in a participant's gross pay or primary social security benefit after July 5, 2015 shall be taken into account in determining the final average pay. Primary social security benefit is the participant's estimated social security benefit based on the social security law and benefit levels in effect at the participant's retirement, death or termination of employment.

Retirement Plan of Marathon Oil Company

Notes to Financial Statements

December 31, 2023 and 2022

2. Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan were prepared on the accrual basis of accounting in accordance with accounting standards generally accepted in the United States of America (U.S. GAAP).

Investment Valuation and Income Recognition

Investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (or depreciation) includes gains and losses on investments bought and sold as well as held during the year.

Contributions

Contributions to the Plan are recorded in the period to which the Plan's actuary determines they relate except that a contribution receivable is recorded to the extent that amounts due are pursuant to formal commitments as well as legal or contractual requirements in existence at the end of the Plan Year.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Expenses incurred in the administration of the Plan are paid out of Plan assets unless the Company, in its discretion, pays such expenses.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual amounts could differ from those estimates.

Risks and Uncertainties

The Plan invests in various investment securities. These investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

Retirement Plan of Marathon Oil Company

Notes to Financial Statements

December 31, 2023 and 2022

Plan contributions are made and the actuarial present value of accumulated Plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

3. Fair Value Measurements

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. There are three approaches for measuring the fair value of assets and liabilities: the market approach, the income approach and the cost approach, each of which includes multiple valuation techniques. This hierarchy consists of three broad levels:

- Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and liabilities and have the highest priority;
- Level 2 inputs consist of quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in inactive markets, or inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data by correlation or other means;
- Level 3 inputs are unobservable and significant to the fair value measurement and have the lowest priority.

The Plan's investments are reported at fair value in the accompanying Statements of Net Assets Available for Benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan Investment Committee believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. The following provides a description of the valuation techniques employed for each major plan asset class. Methodologies were consistently applied for the 2023 and 2022 Plan Years.

- Cash and cash equivalents - Mutual funds include an investment in a money market fund that invests mainly in short-term instruments and cash, both of which are valued using a market approach and are considered Level 1. The money market fund is valued at the net asset value ("NAV") of shares held.
- Equity securities - Investments in common stock are valued using a market approach at the closing price reported in an active market and are therefore considered Level 1. Private equity investments include interests in limited partnerships which are valued based on the sum of the estimated fair values of the investments held by each partnership, determined using a combination of market, income and cost approaches, plus working capital, adjusted for liabilities, currency translation and estimated performance incentives. These private equity investments are considered Level 3.

Retirement Plan of Marathon Oil Company

Notes to Financial Statements

December 31, 2023 and 2022

- Insurance contract - The investment in an unallocated annuity contract is valued using a market approach based on the experience of the assets held in an insurer's general account. The majority of the general account is invested in a well-diversified portfolio of high-quality fixed income securities, primarily consisting of investment-grade bonds. Investment income is allocated among pension plans participating in the general account based on the investment year method. Due to the lack of transparency in the use of investment year method earnings rates, this asset is considered Level 3. See Note 4 for additional information.
- Real estate - Real estate investments are valued based on the income approach using discounted cash flows, comparable sales, outside appraisals, price per square foot or some combination thereof and therefore are considered Level 3.
- Timber - Timber is composed of investments in two limited liability companies ("LLCs") with no public market. The LLCs were formed to acquire timberland in the northwest and other properties. The values of the LLCs are determined using a cost approach based on historical cost less depletion for timber previously harvested. These assets are considered Level 3.
- Commingled Funds - The investment in the commingled fund is valued using the NAV of units held. The commingled funds are reported in the fair value table without leveling pursuant to adoption of ASU 2015-07 in 2016. This accounting standard removed the requirement to include investments in the fair value hierarchy for which fair value is measured using the NAV per share practical expedient under accounting standards codification ASC 820. The commingled funds consists of an equity and fixed income portfolio with underlying investments held in U.S. and non-U.S. securities.

Retirement Plan of Marathon Oil Company

Notes to Financial Statements

December 31, 2023 and 2022

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31:

2023	Level 1	Level 2	Level 3	Total
Cash & Cash Equivalents	\$ 1,104,979	\$ —	\$ —	\$ 1,104,979
Equity Securities				
Common stock	896	—	—	896
Private Equity	—	—	3,436,754	3,436,754
Other				
Real estate	—	—	3,306,750	3,306,750
Insurance contract	—	—	5,621,125	5,621,125
Timber	—	—	1,340,806	1,340,806
Investments measured at net asset value:				
Commingled funds	—	—	—	165,618,169
Total plan assets	<u>\$ 1,105,875</u>	<u>\$ —</u>	<u>\$ 13,705,435</u>	<u>\$ 180,429,479</u>

2022	Level 1	Level 2	Level 3	Total
Cash & Cash Equivalents	\$ 8,069,257	\$ —	\$ —	\$ 8,069,257
Equity Securities				
Common stock	21,812,157	—	—	21,812,157
Private equities	—	—	4,404,684	4,404,684
Other				
Real estate	—	—	3,773,024	3,773,024
Insurance contract	—	—	5,365,279	5,365,279
Timber	—	—	1,518,499	1,518,499
Investments measured at net asset value:				
Commingled funds	—	—	—	114,318,197
Total plan assets	<u>\$ 29,881,414</u>	<u>\$ —</u>	<u>\$ 15,061,486</u>	<u>\$ 159,261,097</u>

Retirement Plan of Marathon Oil Company

Notes to Financial Statements

December 31, 2023 and 2022

The following tables set forth the summary of purchases and sales of the Plan's level 3 investments for the years ended:

2023				
	Equity Securities	Real Estate	Insurance Contract	Timber
Purchases	41,516	12,902	—	54,164
Sales	(1,306,784)	(182,832)	(6,000)	(119,077)

2022				
	Equity Securities	Real Estate	Insurance Contract	Timber
Purchases	27,435	55,643	—	—
Sales	(1,628,716)	(705,866)	(19,610)	(9,082,152)

The following table sets forth a summary of the Plan's investments with reported NAV:

Fair Value Using NAV per Share December 31, 2023						
	Fair Value	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period	
MGI US SMALL/MID CAP GROWTH	9,675,613	None	Daily	None	None	
MGI US LARGE CAP PASSIVE	32,669,612	None	Daily	None	None	
MERCER EMERGING MARKETS EQUITY	13,640,756	None	Daily	None	None	
MERCER GLOBAL LOW VOLATILITY	11,633,036	None	Daily	None	None	
OPPORTUNISTIC FIXED INCOME CT	24,219,928	None	Daily	None	None	
MERCER ACTIVE LONG CORP INV	25,832,354	None	Daily	None	None	
MGI NON-US CORE EQUITY CT	25,812,609	None	Daily	None	None	
MERCER LONG STRIPS FIXED	11,374,693	None	Daily	None	None	
MERCER ULTRA LONG DURATION	10,759,568	None	Daily	None	None	
	<u>\$165,618,169</u>					

Retirement Plan of Marathon Oil Company

Notes to Financial Statements

December 31, 2023 and 2022

Fair Value Using NAV per Share December 31, 2022					
	Fair Value	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
CTF Durable Companies Portfolio	7,209,871	None	Weekly each Wednesday	None	5 days
CTF Opportunistic Fixed Income Allocation	11,148,006	None	Daily	None	None
CIF II US Investment Grade Corporate Long Bond Portfolio	20,057,604	None	Daily	None	None
CIF II Select Leaders Portfolio	6,733,248	None	Monthly	None	None
CIF II US Long Treasury Portfolio	15,865,594	None	Daily	None	None
CIF II US Intermediate	24,667,721	None	Monthly	None	None
CIF Global Research Equity Portfolio	21,641,205	None	Daily	None	None
CIF Enduring Assets Portfolio	6,994,948	None	Daily	None	None
	<u>\$114,318,197</u>				

Retirement Plan of Marathon Oil Company

Notes to Financial Statements

December 31, 2023 and 2022

4. Insurance Contract

The Plan's investments include an immediate participation guaranteed unallocated annuity contract (the "Contract") with The Equitable Life Assurance Society ("The Equitable"). The Contract funds a portion of the benefits of employees who retired prior to July 1, 1976, or participated in the Plan prior to January 1, 1960. The funds are valued in the Plan financial statements at fair value. At December 31, 2023 and 2022 the fair value of the annuity contract was \$5,621,125 and \$5,365,279, respectively. The Contract participates immediately in the income experience of the general assets of The Equitable. The minimum rate of interest for 2023 and 2022 was 2.50 percent. The investment return is the greater of the rate of such actual investment return or if applicable, the minimum rate. Actual investment return rates were 2.80 and 2.74 percent for 2023 and 2022, respectively.

5. Accumulated Plan Benefits

An enrolled actuary determines the actuarial present value of accumulated Plan benefits. The amount results from applying actuarial assumptions to adjust the accumulated Plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements for termination after becoming vested, death, disability, withdrawal and retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in determining accumulated Plan benefits as of January 1, 2023 are as follows:

Interest rate	6%
Mortality rates	Base Table: Pri-2012; Projection Scale: MP-2021
Assumed average retirement age	55 years

The interest rate assumption used to value accrued benefits was 6.00 percent for 2023 and 5.75 percent for 2022. The actuarial assumptions are based on the presumption that the Plan will continue. If the Plan is terminated, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated Plan benefits.

The accumulated Plan benefits information at the beginning of the Plan Year as of January 1, 2023 is as follows:

Actuarial present value of accumulated Plan benefits:	
Vested benefits:	
Participants currently receiving payments	\$ 22,336,834
Other participants	152,201,384
Total vested benefits	174,538,218
Non-vested benefits	3,707,340
Total actuarial present value of accumulated Plan benefits	<u>\$ 178,245,558</u>

Retirement Plan of Marathon Oil Company

Notes to Financial Statements

December 31, 2023 and 2022

The change in the actuarial present value of accumulated Plan benefits from last actuarial valuation, to current actuarial valuation date, is attributed to the following:

Actuarial present value of accumulated Plan benefits at January 1, 2022	\$ 196,189,482
(Decrease)/increase during the year attributable to:	
Benefit payments	(24,199,831)
Interest accumulation	10,594,874
Actuarial assumptions	(15,321,620)
Other Changes ¹	10,982,653
Net decrease	(17,943,924)
Actuarial present value of accumulated Plan benefits at January 1, 2023	<u>\$ 178,245,558</u>

¹Represents the normal operation of the pension plan. It consists primarily of the increase due to ongoing benefit accruals (if any) and those items of plan experience that are not associated with Plan asset performance.

6. Funding Policy

The actuarial cost method used for funding of the Plan is the “standard unit credit” method of actuarial valuation. The funding policy provides that the Company will contribute amounts necessary to maintain the Plan on a sound actuarial basis and in accordance with the minimum funding requirements of ERISA plus any additional amounts which may be approved by management from time to time. The minimum funding requirement was \$15.3 million for the 2023 Plan Year. Actual cash contributions made were \$23.4 million, of which \$13.9 million was reflected as a receivable from the Company as of December 31, 2023.

The minimum funding requirement was \$12.5 million for the 2022 Plan Year. Actual cash contributions made were \$24.2 million of which \$13.1 million was reflected as a receivable from the Company as of December 31, 2022.

7. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	2023	2022
Net assets available for benefits per the financial statements	194,315,153	172,799,770
Amounts allocated to withdrawing participants	(496,518)	(2,420,338)
Net assets per the Form 5500	<u>193,818,635</u>	<u>170,379,432</u>

Retirement Plan of Marathon Oil Company

Notes to Financial Statements

December 31, 2023 and 2022

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500 for the year ended December 31:

	2023
Benefits paid to participants per the financial statements	18,862,646
Amounts allocated to withdrawing participants at December 31, 2023	496,518
Amounts allocated to withdrawing participants at December 31, 2022	(2,420,338)
Total benefit payments per the Form 5500	16,938,826

8. Party-In-Interest Transactions

The Company, Fidelity, The Equitable, Wellington Management Group and BNY Mellon have all been identified as parties-in-interest and Plan transactions with these entities were exempt from the prohibited transaction rules.

Fees paid by the Plan to the Trustee and the investment managers were \$1.1 million and \$1 million, for the years ended December 31, 2023 and 2022, respectively.

9. Plan Termination

The Company has retained the right to amend and modify the Plan, solely at the discretion of the Company. Further, although it has not expressed any current intent to do so, the Company has retained the right to terminate, as well as, modify the Plan, to discontinue the contributions thereto, at any time, solely at the discretion of the Company. In the event of the termination of the Plan, the assets thereof shall be distributed in accordance with Section 4044 of ERISA. The Plan is a covered plan, under the plan termination insurance provisions of ERISA, and the Pension Benefit Guaranty Corporation ("PBGC") guarantees the payments of certain benefits thereunder. Should the Plan terminate at some future time, its net assets generally will be allocated for payment of Plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder and the Plan document. Whether a particular participant's accumulated Plan benefits will be paid depends on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

Retirement Plan of Marathon Oil Company

Notes to Financial Statements

December 31, 2023 and 2022

10. Income Tax Status

The IRS has determined and informed the Plan Administrator by letter dated March 1, 2021, that the Plan, as amended, meets the requirements of Internal Revenue Code (“Code”) Section 401(a), and the trust is not subject to tax under present income tax law. The Plan has been amended since receiving the determination letter. However, the Plan Administrator and legal counsel believe that the Plan, as amended, is designed and is currently being operated in compliance with applicable requirements of the Code.

U.S. GAAP requires the Plan Administrator to evaluate uncertain tax positions taken by the Plan. The Plan is required to recognize a tax liability if the position does not meet the more likely than not criteria based on its technical merit. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2023, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

11. Commitments

At December 31, 2023 and 2022, the Plan had additional funding commitments related to various real estate and partnership investments amounting to \$3.2 million and \$3.4 million, respectively.

12. Subsequent Events

Events and transactions subsequent to the balance sheet date have been evaluated through October 11, 2024, the date these financial statements were issued for potential recognition or disclosure in the financial statements.

Retirement Plan of Marathon Oil Company

Plan Number 001 EIN 25-1410539

Schedule H, Line 4i - Schedule of Assets (Held at End of Year, December 31, 2023)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	AEA INVESTORS 2006 FUND LP	PARTNERSHIP/JOINT VENTURE INTEREST		74,464	3,294
	AETOS CAPITAL ASIA II LP	REAL ESTATE		597,333	37,015
	AETOS CAPITAL ASIA III LP	REAL ESTATE		1,584,403	88,049
	AG CORE PLUS REALTY FD III LP	REAL ESTATE		346,162	765
	AURORA EQUITY PARTNERS IV LP	PARTNERSHIP/JOINT VENTURE INTEREST		516	32,663
	AVANTI STRATEGIC LAND IV -	REAL ESTATE	PASSIVE	7,722	12,000
	AVANTI STRATEGIC LAND V	REAL ESTATE		689,183	300,000
	AVANTI STRATEGIC LAND VI	REAL ESTATE		827,523	798,000
	AXA EQUITABLE LIFE INSURANCE	POOLED SEPARATE ACCOUNTS	COMPANY AC1547A	4,342,574	5,621,126
	BLACKSTONE R/E PARTNERS IV	REAL ESTATE		534,717	7,976
	BLACKSTONE RE VI	PARTNERSHIP/JOINT VENTURE INTEREST		75,563	21,618
	BLACKSTONE REAL ESTATE	REAL ESTATE	PARTNERS V LP	73,511	2,922
	CLAYTON DUBILIER & RICE VIII	PARTNERSHIP/JOINT VENTURE INTEREST	LP	29,333	5,450
	CLAYTON DUBILIER RICE VI LP	PARTNERSHIP/JOINT VENTURE INTEREST		69,837	78
	CPI CCP EU-T SCOTS LP	REAL ESTATE		1,044,136	32,698
	CPI CP ASIA T E L P	REAL ESTATE		527,269	65,422
	DEVON PARK BIOVENTURES LP	PARTNERSHIP/JOINT VENTURE INTEREST		32,985	43,025
	DLJ REAL ESTATE CAPITAL	PARTNERSHIP/JOINT VENTURE INTEREST	PARTNERS III LP	1,186,465	262,859
	DLJ REAL ESTATE IV	PARTNERSHIP/JOINT VENTURE INTEREST		2,081,014	1,406,035
	DREYFUS TREAS & AGY CSH MG	REGISTERED INVESTMENT	VAR RT 12/31/2049 DD	1,103,885	1,103,885
	FOURTH CINVEN FUND TRUST	PARTNERSHIP/JOINT VENTURE INTEREST	LIMITED PARTNERSHIP	430,627	931
	GEAM INTERNATIONAL PRIVATE EQU	PARTNERSHIP/JOINT VENTURE INTEREST	ITY FUND LP	111,956	362,150
	IBERDROLA SA	CORPORATE STOCK - COMMON		590	896
	LASALLE MEXICO FUND I LP	PARTNERSHIP/JOINT VENTURE INTEREST		1,022,065	192,394
	PERFORMANCE DIRECT INVESTMENT	PARTNERSHIP/JOINT VENTURE INTEREST	II LP	163,512	1
	PHARMASTEM CORP C CV PFD	PARTNERSHIP/JOINT VENTURE INTEREST		—	—
	PHARMASTEM CORP D CV PFD	PARTNERSHIP/JOINT VENTURE INTEREST		—	—
	PHARMASTEM THERAPEUTICS A PFD	PARTNERSHIP/JOINT VENTURE INTEREST		—	—
	PHARMASTEM THERAPEUTICS B PFD	PARTNERSHIP/JOINT VENTURE INTEREST		—	—

Retirement Plan of Marathon Oil Company

Plan Number 001 EIN 25-1410539

Schedule H, Line 4i - Schedule of Assets (Held at End of Year, December 31, 2023)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	ROCKPOINT RE FUND III	REAL ESTATE		392,050	74,721
	ROCKPOINT REAL ESTATE FUND II	REAL ESTATE		620,632	4,276
	SWAP COLLATERAL WITH MORGAN	INTEREST-BEARING CASH	STANLEY	1,093	1,093
	TCI TIMBER COMPANY - CHINOOK	PARTNERSHIP/JOINT VENTURE INTEREST		6,037	—
	TCI TIMBER COMPANY - SHASTA	PARTNERSHIP/JOINT VENTURE INTEREST		2,075,535	1,340,806
	TENAYA CAPITAL VI LP	PARTNERSHIP/JOINT VENTURE INTEREST		1,428,904	1,024,114
	TENAYA CAPITAL V-P LP	PARTNERSHIP/JOINT VENTURE INTEREST		226,132	87,753
	THIRD CINVEN FUND US (NO 3) LP	PARTNERSHIP/JOINT VENTURE INTEREST		142,780	7,022
	TRIDENT CAPITAL FUND IV LP	PARTNERSHIP/JOINT VENTURE INTEREST		38,027	8,821
	TRIDENT V STONE POINT LP	PARTNERSHIP/JOINT VENTURE INTEREST		984,802	1,795,352
	WARBURG PINCUS PRIVATE EQUITY	PARTNERSHIP/JOINT VENTURE INTEREST	IX LP	21,208	1,126
	WARBURG PINCUS X	PARTNERSHIP/JOINT VENTURE INTEREST		196,539	64,974
*	MGI US SMALL/MID CAP GROWTH	COMMON/COLLECTIVE TRUST	EQUITY CT	8,474,433	9,675,613
*	MGI US LARGE CAP PASSIVE	COMMON/COLLECTIVE TRUST	EQUITY CT	30,150,687	32,669,612
*	MERCER EMERGING MARKETS EQUITY	COMMON/COLLECTIVE TRUST	CT	13,078,370	13,640,756
*	MERCER GLOBAL LOW VOLATILITY	COMMON/COLLECTIVE TRUST	EQUITY PORTFOLIO	10,920,027	11,633,036
*	OPPORTUNISTIC FIXED INCOME CT	COMMON/COLLECTIVE TRUST		22,840,288	24,219,928
*	MERCER ACTIVE LONG CORP INV	COMMON/COLLECTIVE TRUST	PORTFOLIO	22,973,117	25,832,354
*	MGI NON-US CORE EQUITY CT	COMMON/COLLECTIVE TRUST		23,947,367	25,812,609
*	MERCER LONG STRIPS FIXED	COMMON/COLLECTIVE TRUST	INCOME PORTFOLIO	9,617,990	11,374,693
*	MERCER ULTRA LONG DURATION	COMMON/COLLECTIVE TRUST	PORTFOLIO	8,294,483	10,759,568
	Total Investments			173,387,846.00	180,429,479

* Indicates party-in-interest.

Retirement Plan of Marathon Oil Company

Plan Number 001 EIN 25-1410539

Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year, 2023)

(a) Identity of Issue, borrower, lessor, or similar party	(b) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost of acquisitions	(e) Proceeds of dispositions
00138CAS7	COREBRIDGE GLOBAL FUNDING 144A 0.650% 06/17/2024 DD 06/17/21	(366,555)	368,150
00139PAA6	AIG SUNAMERICA GLOBAL FIN 144A 6.900% 03/15/2032 DD 03/20/02	(328,310)	329,471
001746AQ9	AMMC CLO 18 LTD 18A BR 144A VAR RT 05/26/2031 DD 06/14/18	(488,496)	487,229
00790RAB0	ADVANCED DRAINAGE SYSTEMS 144A 6.375% 06/15/2030 DD 06/09/22	(238,695)	238,218
00973RAM5	AKER BP ASA 144A 6.000% 06/13/2033 DD 06/13/23	(292,756)	292,479
030288AC8	AMERICAN TRANSMISSION SYS 144A 2.650% 01/15/2032 DD 12/01/21	(277,216)	279,421
031162DQ0	AMGEN INC 5.250% 03/02/2030 DD 03/02/23	(48,947)	48,940
03464JAA9	ANGEL OAK MORTGAGE T 7 A1 144A VAR RT 10/25/2066 DD 11/01/21	(288,835)	283,618
03465VAA1	ANGEL OAK MORTGAGE T 6 A1 144A VAR RT 07/25/2067 DD 09/01/22	(230,962)	229,966
03965UAC4	ARCOS DORADOS HOLDINGS IN 144A 5.875% 04/04/2027 DD 04/04/17	(241,000)	237,170
04016VAE5	ARES XLVII CLO LTD 47A B 144A VAR RT 04/15/2030 DD 04/16/18	(241,725)	240,559
04017TAE9	ARES XXXIR CLO LTD 31RA B 144A VAR RT 05/24/2030 DD 05/24/18	(485,807)	484,022
05369AAK7	AVIATION CAPITAL GROUP LL 144A 1.950% 01/30/2026 DD 01/15/21	(148,383)	148,493
05875YAA4	BALLYROCK CLO 18 L 18A A1 144A VAR RT 01/15/2035 DD 12/15/21	(247,243)	247,813
06051GGF0	BANK OF AMERICA CORP VAR RT 01/20/2028 DD 01/20/17	(98,107)	98,098
06051GHR3	BANK OF AMERICA CORP VAR RT 03/15/2025 DD 03/15/19	(751,304)	752,454
064159TF3	BANK OF NOVA SCOTIA/THE 2.200% 02/03/2025 DD 01/10/20	(142,649)	142,950
06417XAG6	BANK OF NOVA SCOTIA/THE VAR RT 05/04/2037 DD 04/12/22	(33,126)	33,064
06540LBL0	BANK 2021-BNK37 BN37 XA VAR RT 11/15/2064 DD 11/01/21	(35,865)	35,739
06761KAQ4	BARINGS CLO LTD 201 3A BR 144A VAR RT 04/20/2031 DD 05/20/21	(486,697)	488,420
08163GAZ3	BENCHMARK 2021-B28 MORT B28 XA VAR RT 08/15/2054 DD 08/01/21	(90,894)	88,946
12433EAL5	BX TRUST 2022-LBA6 LBA6 D 144A VAR RT 01/15/2039 DD 02/02/22	(96,743)	96,875
12597QAA4	COLT 2020-3 MORTGAGE 3 A1 144A VAR RT 04/27/2065 DD 06/01/20	(44,179)	43,119
12598LAE6	CNH EQUIPMENT TRUST 2021-C C B 1.410% 04/16/2029 DD 10/27/21	(140,607)	139,500
14040HCZ6	CAPITAL ONE FINANCIAL CORP VAR RT 06/08/2029 DD 06/08/23	(117,126)	116,963

Retirement Plan of Marathon Oil Company

Plan Number 001 EIN 25-1410539

Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year, 2023)

(a) Identity of Issue, borrower, lessor, or similar party	(b) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost of acquisitions	(e) Proceeds of dispositions
159864AE7	CHARLES RIVER LABORATORIE 144A 4.250% 05/01/2028 DD 10/23/19	(136,110)	135,968
161175BR4	CHARTER COMMUNICATIONS OPERATI 5.050% 03/30/2029 DD 01/17/19	(244,073)	249,024
161175BU7	CHARTER COMMUNICATIONS OPERATI 2.800% 04/01/2031 DD 04/17/20	(35,445)	35,468
16411QAP6	CHENIERE ENERGY PARTNERS 144A 5.950% 06/30/2033 DD 06/21/23	(48,010)	48,212
165183CZ5	CHESAPEAKE FUNDING 2A A1 144A 6.160% 10/15/2035 DD 09/19/23	(283,545)	283,822
17295FAE4	CITIZENS AUTO RECEIV 2 A4 144A 5.740% 10/15/2030 DD 09/15/23	(159,329)	158,800
172967MQ1	CITIGROUP INC VAR RT 04/08/2026 DD 04/08/20	(906,148)	909,253
184496AQ0	CLEAN HARBORS INC 144A 6.375% 02/01/2031 DD 01/24/23	(173,423)	175,875
21623PAE7	COOK PARK CLO LTD 1A B 144A VAR RT 04/17/2030 DD 04/10/18	(488,138)	486,652
23345MAC1	DT MIDSTREAM INC 144A 4.300% 04/15/2032 DD 04/11/22	(33,893)	34,290
24381VAA8	DEEPHAVEN RESIDENTIA 3 A1 144A VAR RT 08/25/2066 DD 09/01/21	(141,642)	140,065
26244KAQ9	DRYDEN 41 SENIOR L 41A BR 144A VAR RT 04/15/2031 DD 03/14/18	(579,951)	579,997
26969PAB4	EAGLE MATERIALS INC 2.500% 07/01/2031 DD 07/01/21	(35,230)	35,166
29365BAA1	ENTEGRIS ESCROW CORP 144A 4.750% 04/15/2029 DD 04/14/22	(550,906)	555,212
30303M8M7	META PLATFORMS INC 4.800% 05/15/2030 DD 05/03/23	(123,036)	122,684
33767DAB1	FIRSTCASH INC 144A 4.625% 09/01/2028 DD 08/26/20	(467,028)	465,795
34535CAA4	FORD CREDIT AUTO OWNE 2 A 144A 5.280% 02/15/2036 DD 08/08/23	(177,390)	176,513
36170JAA4	GGAM FINANCE LTD 144A 8.000% 06/15/2028 DD 06/08/23	(125,394)	125,595
361841AH2	GLP CAPITAL LP / GLP FINANCING 5.375% 04/15/2026 DD 04/28/16	(33,759)	33,729
361841AR0	GLP CAPITAL LP / GLP FINANCING 3.250% 01/15/2032 DD 12/13/21	(535,442)	544,707
362583AG1	GM FINANCIAL CONSUMER AUTO 2 C 5.210% 12/18/2028 DD 04/12/23	(268,194)	266,578
37255LAA5	ENACT HOLDINGS INC 144A 6.500% 08/15/2025 DD 08/21/20	(371,235)	371,860
380130AG9	GM FINANCIAL AUTOMOBILE LE 3 C 5.130% 08/20/2026 DD 08/17/22	(374,962)	376,303
380146AF7	GM FINANCIAL CONSUMER AUTO 1 C 1.940% 04/17/2028 DD 01/19/22	(154,678)	153,983
38141GWQ3	GOLDMAN SACHS GROUP INC/THE VAR RT 09/29/2025 DD 09/29/17	(914,252)	918,843
38141GZK3	GOLDMAN SACHS GROUP INC/THE VAR RT 02/24/2028 DD 01/24/22	(26,898)	26,879

Retirement Plan of Marathon Oil Company

Plan Number 001 EIN 25-1410539

Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year, 2023)

(a) Identity of Issue, borrower, lessor, or similar party	(b) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost of acquisitions	(e) Proceeds of dispositions
44934KAF1	HYUNDAI AUTO RECEIVABLES T B C 1.120% 02/15/2028 DD 07/28/21	(269,236)	271,713
452762AA5	IMPERIAL FUND MOR NQM3 A1 144A VAR RT 11/25/2056 DD 10/01/21	(148,495)	144,560
45569KAA1	PRA HEALTH SCIENCES INC 144A 2.875% 07/15/2026 DD 07/01/21	(246,527)	247,130
46266TAB4	IQVIA INC 144A 5.700% 05/15/2028 DD 05/23/23	(242,500)	244,160
46647PAY2	JPMORGAN CHASE & CO VAR RT 12/05/2024 DD 12/05/18	(718,881)	720,198
46647PBK1	JPMORGAN CHASE & CO VAR RT 04/22/2026 DD 04/22/20	(99,086)	99,073
48254CAA3	KKR INDUSTRIAL POR KDIP A 144A VAR RT 12/15/2037 DD 01/28/21	(248,684)	247,933
55354GAH3	MSCI INC 144A 4.000% 11/15/2029 DD 11/07/19	(275,616)	277,288
55608JAR9	MACQUARIE GROUP LTD 144A VAR RT 01/12/2027 DD 01/12/21	(374,607)	375,356
55609NAB4	MACQUARIE AIRFINANCE HOLD 144A 8.125% 03/30/2029 DD 09/18/23	(70,638)	70,736
55903VBB8	WARNERMEDIA HOLDINGS INC 4.054% 03/15/2029 DD 03/15/23	(36,096)	35,968
55954YAL9	MAGNETITE XXVI LTD 26A BR 144A VAR RT 07/25/2034 DD 09/10/21	(245,074)	246,575
58733RAF9	MERCADOLIBRE INC 3.125% 01/14/2031 DD 01/14/21	(232,110)	226,142
59001ABD3	MERITAGE HOMES CORP 144A 3.875% 04/15/2029 DD 04/15/21	(356,473)	362,015
599191AA1	MILEAGE PLUS HOLDINGS LLC 144A 6.500% 06/20/2027 DD 07/02/20	(51,847)	51,874
61744YAQ1	MORGAN STANLEY VAR RT 04/24/2024 DD 04/24/18	(624,006)	623,978
61747YEL5	MORGAN STANLEY VAR RT 01/21/2033 DD 01/24/22	(51,444)	51,402
629377CL4	NRG ENERGY INC 144A 4.450% 06/15/2029 DD 05/28/19	(30,902)	30,953
637432NW1	NATIONAL RURAL UTILITIES COOPE 1.350% 03/15/2031 DD 10/08/20	(289,565)	290,717
64110LAU0	NETFLIX INC 144A 5.375% 11/15/2029 DD 04/29/19	(24,573)	24,587
649840CT0	NEW YORK STATE ELECTRIC & 144A 2.150% 10/01/2031 DD 09/24/21	(300,768)	303,341
65339KBP4	NEXTERA ENERGY CAPITAL HOLDING 6.051% 03/01/2025 DD 03/01/23	(388,417)	389,687
67092DAV1	OCP CLO 2015-10 L 10A BR2 144A VAR RT 01/26/2034 DD 12/03/21	(245,968)	247,000
67590BAU4	OCTAGON INVESTMENT 1A BR 144A VAR RT 07/17/2030 DD 07/17/18	(240,923)	240,012
69370CAC4	PTC INC 144A 4.000% 02/15/2028 DD 02/13/20	(253,000)	251,985
709599BW3	PENSKE TRUCK LEASING CO L 144A 6.050% 08/01/2028 DD 08/01/23	(49,685)	49,539

Retirement Plan of Marathon Oil Company

Plan Number 001 EIN 25-1410539

Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year, 2023)

(a) Identity of Issue, borrower, lessor, or similar party	(b) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost of acquisitions	(e) Proceeds of dispositions
718172CW7	PHILIP MORRIS INTERNATIONAL IN 5.625% 11/17/2029 DD 11/17/22	(348,723)	354,337
74332YAC3	PROGRESS RESIDENTI SFR5 B 144A 4.896% 06/17/2039 DD 06/23/22	(95,068)	94,313
74334FAA6	PROGRESS RESIDENTI SFR1 A 144A 4.300% 03/17/2040 DD 02/23/23	(93,410)	92,295
745310AN2	PUGET ENERGY INC 4.224% 03/15/2032 DD 03/17/22	(261,423)	261,667
74736KAH4	QORVO INC 4.375% 10/15/2029 DD 04/15/20	(532,532)	538,606
758750AD5	REGAL REXNORD CORP 144A 6.050% 04/15/2028 DD 01/24/23	(19,201)	19,229
75889FAC8	REGATTA XXIII FUNDI 4A A1 144A VAR RT 01/20/2035 DD 12/16/21	(248,309)	248,100
80285UAE1	SANTANDER DRIVE AUTO RECEI 3 B 4.130% 08/16/2027 DD 05/18/22	(97,524)	97,375
80287CAE9	SANTANDER RETAIL AUTO A B 144A 1.610% 01/20/2026 DD 01/19/22	(215,777)	214,787
802927AE3	SANTANDER DRIVE AUTO RECEI 4 B 5.770% 12/15/2028 DD 08/23/23	(69,663)	68,873
83616AAG4	SOUND POINT CLO XXX 4A B1 144A VAR RT 10/25/2034 DD 12/16/21	(240,079)	243,125
85205TAN0	SPIRIT AEROSYSTEMS INC 144A 9.375% 11/30/2029 DD 11/23/22	(47,565)	48,797
855244AP4	STARBUCKS CORP 3.500% 03/01/2028 DD 02/28/18	(308,822)	311,739
858912AG3	STERICYCLE INC 144A 3.875% 01/15/2029 DD 11/24/20	(238,095)	236,448
87157DAG4	SYNAPTICS INC 144A 4.000% 06/15/2029 DD 03/11/21	(378,090)	381,766
87264ACB9	T-MOBILE USA INC 2.550% 02/15/2031 DD 02/15/21	(35,997)	36,105
879369AG1	TELEFLEX INC 144A 4.250% 06/01/2028 DD 05/27/20	(371,071)	375,282
89055FAB9	TOPBUILD CORP 144A 3.625% 03/15/2029 DD 03/15/21	(125,753)	126,445
89616WAA6	TRICON RESIDENTIAL SFR1 A 144A 5.100% 07/17/2040 DD 07/11/23	(100,635)	100,232
90353TAK6	UBER TECHNOLOGIES INC 144A 4.500% 08/15/2029 DD 08/12/21	(175,420)	179,875
92538LAA9	VERUS SECURITIZATION 4 A1 144A VAR RT 05/25/2065 DD 07/01/20	(259,453)	260,613
92564RAB1	VICI PROPERTIES LP / VICI 144A 4.625% 12/01/2029 DD 11/26/19	(641,613)	644,322
95000U2A0	WELLS FARGO & CO VAR RT 05/22/2028 DD 05/22/17	(46,074)	46,093
95000U2U6	WELLS FARGO & CO VAR RT 03/02/2033 DD 03/02/22	(64,983)	65,103
95040QAR5	WELLTOWER OP LLC 3.850% 06/15/2032 DD 03/31/22	(21,318)	21,335

Retirement Plan of Marathon Oil Company

Plan Number 001 EIN 25-1410539

Schedule H, Line 4i - Schedule of Assets (Acquired and Disposed of Within Year, 2023)

(a) Identity of Issue, borrower, lessor, or similar party	(b) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost of acquisitions	(e) Proceeds of dispositions
96949VAL7	WILLIAMS SCOTSMAN INC 144A 7.375% 10/01/2031 DD 09/25/23	(125,871)	125,433
988498AL5	YUM! BRANDS INC 144A 4.750% 01/15/2030 DD 09/11/19	(476,818)	480,670
99F106F3A	US 10YR ULTRA FUTURE (CBT) EXP JUN 23	—	30,641
99F139F3A	US 10 YR TREAS NTS FUT (CBT) EXP JUN 23	—	25,313
99F183F3A	US 5YR NOTE FUTURE (CBT) EXP JUN 23	—	1,297
99F217F3A	US 2YR NOTE FUTURE (CBT) EXP JUN 23	—	119,234
EDBP6VLQ6	DAIMLER TRUCK HOLDING AG	(225,027)	202,909
EDBQWND41	LINDE PLC	(23,266)	54,955
ESBLPLD33	SANDOZ GROUP AG	(21,228)	27,150
EXB10RZP7	UNILEVER PLC	(373,434)	343,974
EXBP6MXD8	SHELL PLC	(208,212)	217,566

Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4j - Schedule of Reportable Transactions, 2023

(a) Identity of Issue, borrower, lessor, or similar	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase Price	(d) Selling price	(e) Lease Rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of assets on transaction date	(i) Net gain or (loss)
	Single Transactions in Excess of 5% of Plan Assets:							
	CIF GLOBAL RES EQ		23,045,123			21,915,299		1,129,824
	CIF OPP FIXED INCOME ALLOCATION		11,545,609			12,230,409		(684,800)
	DREYFUS TREAS & AGY CSH MG VAR RT 12/31/2049 DD 04/09/97		43,072,493			43,072,493		—
	W93N CIF II US LONG TREASURY		19,161,182			28,773,819		(9,612,637)
	WTC CIF II QUALITY INCOME OPPORTUNITIES PORTFOLIO		25,553,279			26,374,721		(821,443)
	WTC CIF II US LONG STRIPS PORTFOLIO		12,553,442			20,954,918		(8,401,476)
	WTC-CIF II US INVESTMENT GRADE CORPORATE LONG BOND		20,382,648			25,263,947		(4,881,299)
	Series of Transactions in Excess of 5% of Plan Assets:							
	CIF GLOBAL RES EQ		23,805,123			22,720,099		1,085,024
	CIF OPP FIXED INCOME ALLOCATION		11,745,609			12,439,228		(693,619)
	DREYFUS TREAS OBL CSH MGMT 521 VAR RT 12/31/2049 DD 04/09/97		89,908,521			89,908,521		—
	MERCER ACTIVE LONG CORP INV PORTFOLIO		187,043			167,847		19,196
	MERCER LONG STRIPS FIXED INCOME PORTFOLIO		394,191			335,390		58,801

Retirement Plan of Marathon Oil Company

Plan Number 001 EIN 25-1410539

Schedule H, Line 4j - Schedule of Reportable Transactions, 2023

(a) Identity of Issue, borrower, lessor, or similar	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase Price	(d) Selling price	(e) Lease Rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of assets on transaction date	(i) Net gain or (loss)
	W93N CIF II US LONG TREASURY		19,161,182			28,773,819		(9,612,637)
	WTC CIF II QUALITY INCOME		28,170,400			29,069,305		(898,905)
	WTC CIF II US LONG STRIPS PORTFOLIO		12,553,442			20,954,918		(8,401,476)
	WTC-CIF II US INVESTMENT GRADE CORPORATE LONG BOND		20,382,648			25,263,947		(4,881,299)
	WTC-CIF II SELECT LEADERS		8,191,384			5,339,243		2,852,141

Schedule SB Attachment (Form 5500)—2023 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, line 26a—Schedule of Active Participant Data as of January 1, 2023

Number of Participants, Average Compensation and Average Cash Balance

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	9	6								
25-29	24 \$112,998 \$2,898	32 \$116,705 \$22,503	9							
30-34	43 \$135,585 \$3,870	71 \$134,336 \$27,434	56 \$141,719 \$63,221	19	1					
35-39	28 \$142,774 \$3,985	67 \$150,736 \$33,137	55 \$173,759 \$73,075	46 \$183,820 \$113,901	26 \$218,844 \$158,086					
40-44	27 \$150,988 \$5,552	48 \$200,403 \$42,955	57 \$157,722 \$68,161	32 \$170,570 \$124,543	35 \$195,062 \$159,458	6	1			
45-49	21 \$163,805 \$5,140	36 \$177,656 \$43,365	50 \$168,881 \$87,118	29 \$204,699 \$158,689	20 \$247,461 \$212,728	15	7			
50-54	15	29 \$156,755 \$40,598	32 \$159,514 \$91,580	13	17	7	4	4	1	
55-59	9	21 \$168,900 \$44,515	27 \$196,301 \$132,255	14	9	6	1	4	5	
60-64	8	15	10	9	6	2			5	1
65-69	1	2	7	2	2	2				
70+		1	1	1	1					

N-1,170

Schedule SB Attachment (Form 5500)—2023 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2022), each adjusted as needed to fall within the 25-year average interest rate stabilization corridor under ARPA
1st Segment Rate	4.75%
2nd Segment Rate	5.00%
3rd Segment Rate	5.74%
Pay Increases	5.5% for all ages for 2023, then Table 1
Cash Balance Interest Crediting Rate	24-Month average of 30-year Treasury Bill through August of prior year but not less than 3.00%. (3.00% as of 2023)
Benefit Payment Form and Timing	
Retirement Eligible	98% elect immediate lump sum and 2% elect immediate annuity
Terminations Prior to Retirement Eligibility	50% elect immediate lump sum and 50% defer. For those who defer, 98% elect lump sum at retirement date based on the retirement rates for active employees and 2% elect annuity at age 65.
Annuity Conversion Basis for Cash Balance Benefits	The mortality table required under 417(e) for 2023 and the underlying liability interest rates
Lump Sum Basis for Frozen Final Average Pay Benefits	The RP-2000 combined healthy mortality table weighted 75% male/25% female and an immediate interest rate derived from the 24-month average of PBGC rates through August of the prior year (0.27% for 2023), and a deferral interest rate of 4.00%. The lump sum factor produced by the preceding assumptions shall be no less than the lump sum factor produced by the Annuity Conversion Basis for Cash Balance Benefits assumptions.
Retirement Rates	See Table 2
Mortality Rates	
Healthy and Disabled	2023 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(a)(3) and IRS Notice 2022-22
Withdrawal Rates	See Table 3

Schedule SB Attachment (Form 5500)—2023 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Disability Rates	See Table 4
Decrement Timing	Middle of year decrements with 100% retirement occurring at beginning of year
Marital Status	
Percent Married	65% of males and 60% of females
Spouse Age Difference	Husbands are two years older than their wives
Valuation Compensation	2022 pensionable earnings rolled forward one year with the pay increase assumption
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$265,000 and the IRC section 401(a)(17) compensation limit of \$330,000
Valuation of Plan Assets	<p>Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.</p> <p>A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).</p>
Expected Return on Assets	
2021 Plan Year	5.75%
2022 Plan Year	5.75%
2023 Plan Year	6.00% limited to 5.74%
Trust Expenses Included in Target Normal Cost	Administrative expenses paid during the prior year (\$1,957,778 for 2023 Target Normal Cost)
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2023

Schedule SB Attachment (Form 5500)—2023 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Table 1

Pay Increase Rates

Age	Rate
20-29	8.75%
30-34	8.00%
35-39	7.25%
40-44	6.50%
45-49	5.25%
50-54	4.00%
55+	3.50%

Table 2

Retirement Rates

Age	Rate
50	10.0%
51	12.5%
52-54	15.0%
55-57	20.0%
58	25.0%
59-63	30.0%
64-69	35.0%
70+	100.0%

Table 3

Withdrawal Rates

Age	Years of Service	
	0-2	3+
15-29	15.0%	13.0%
30-34	15.0%	12.5%
35	15.0%	12.0%
36	15.0%	11.5%
37	15.0%	11.0%
38	15.0%	10.5%
39	15.0%	10.0%
40	15.0%	9.5%
41-53	15.0%	9.0%
54	15.0%	9.5%
55-59	15.0%	10.0%
60-64	15.0%	15.0%
65+	0.0%	0.0%

Schedule SB Attachment (Form 5500)—2023 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Table 4

Disability Rates

Age	Male	Female	Age	Male	Female
15	0.0357%	0.0357%	45	0.1904%	0.2856%
16	0.0357%	0.0357%	46	0.2142%	0.3213%
17	0.0357%	0.0357%	47	0.2499%	0.3570%
18	0.0357%	0.0357%	48	0.2975%	0.3927%
19	0.0357%	0.0357%	49	0.3332%	0.4284%
20	0.0357%	0.0357%	50	0.3927%	0.4760%
21	0.0357%	0.0357%	51	0.4641%	0.5236%
22	0.0357%	0.0357%	52	0.5474%	0.5831%
23	0.0357%	0.0357%	53	0.6307%	0.6426%
24	0.0357%	0.0357%	54	0.7259%	0.7021%
25	0.0357%	0.0357%	55	0.8211%	0.7616%
26	0.0357%	0.0357%	56	0.9163%	0.8211%
27	0.0357%	0.0357%	57	1.0234%	0.8806%
28	0.0357%	0.0476%	58	1.1305%	0.9520%
29	0.0357%	0.0476%	59	1.2495%	1.0115%
30	0.0357%	0.0476%	60	1.3685%	1.0710%
31	0.0357%	0.0595%	61	1.4994%	1.1424%
32	0.0357%	0.0595%	62	1.6422%	1.2019%
33	0.0357%	0.0714%	63	1.7969%	1.2495%
34	0.0357%	0.0714%	64	1.9516%	1.2971%
35	0.0476%	0.0833%	65+	0.0000%	0.0000%
36	0.0476%	0.0952%			
37	0.0595%	0.1071%			
38	0.0714%	0.1190%			
39	0.0833%	0.1428%			
40	0.0952%	0.1547%			
41	0.1071%	0.1785%			
42	0.1190%	0.2023%			
43	0.1428%	0.2261%			
44	0.1666%	0.2618%			

Retirement Plan of Marathon Oil Company
Plan Number 001 EIN 25-1410539
Schedule H, Line 4j - Schedule of Reportable Transactions, 2023

(a) Identity of Issue, borrower, lessor, or similar	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase Price	(d) Selling price	(e) Lease Rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of assets on transaction date	(i) Net gain or (loss)
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	W93N CIF II US LONG TREASURY		19,161,182			28,773,819		(9,612,637)
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	WTC CIF II US LONG STRIPS PORTFOLIO		12,553,442			20,954,918		(8,401,476)
	WTC-CIF II US INVESTMENT GRADE CORPORATE LONG BOND		20,382,648			25,263,947		(4,881,299)
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	CIF OPP FIXED INCOME ALLOCATION		11,745,609			12,439,228		(693,619)
	DREYFUS TREAS OBL CSH MGMT 521 VAR RT 12/31/2049 DD 04/09/97		89,908,521			89,908,521		—
	MERCER ACTIVE LONG CORP INV PORTFOLIO		187,043			167,847		19,196
	MERCER LONG STRIPS FIXED INCOME PORTFOLIO		394,191			335,390		58,801

Retirement Plan of Marathon Oil Company

Plan Number 001 EIN 25-1410539

Schedule H, Line 4j - Schedule of Reportable Transactions, 2023

(a) Identity of Issue, borrower, lessor, or similar	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase Price	(d) Selling price	(e) Lease Rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of assets on transaction date	(i) Net gain or (loss)
	W93N CIF II US LONG TREASURY		19,161,182			28,773,819		(9,612,637)
	WTC CIF II QUALITY INCOME		28,170,400			29,069,305		(898,905)
	WTC CIF II US LONG STRIPS PORTFOLIO		12,553,442			20,954,918		(8,401,476)
	WTC-CIF II US INVESTMENT GRADE CORPORATE LONG BOND		20,382,648			25,263,947		(4,881,299)
	WTC-CIF II SELECT LEADERS		8,191,384			5,339,243		2,852,141

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan RETIREMENT PLAN OF MARATHON OIL COMPANY	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF MARATHON OIL COMPANY	D Employer Identification Number (EIN) 25-1410539
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month 01 Day 01 Year 2023	
2 Assets:	
a Market value.....	2a 171,383,719
b Actuarial value	2b 188,522,090
3 Funding target/participant count breakdown	
a For retired participants and beneficiaries receiving payment	(1) Number of participants 466 (2) Vested Funding Target 24,026,820 (3) Total Funding Target 24,026,820
b For terminated vested participants.....	933 64,822,313 64,822,313
c For active participants.....	1,170 108,719,035 113,947,438
d Total	2,569 197,568,168 202,796,571
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions.....	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate.....	5 5.24%
6 Target normal cost	
a Present value of current plan year accruals.....	6a 11,912,874
b Expected plan-related expenses	6b 1,957,778
c Target normal cost.....	6c 13,870,652

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	Carl Gillette CG	09/18/2024
	Signature of actuary	Date
Carl Gillette	Type or print name of actuary	2307739
AON CONSULTING, INC.	Firm name	Most recent enrollment number
		281-882-1000
		Telephone number (including area code)
MSC# 17866 P.O. Box 803507		
Dallas TX 75380	Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2023
v. 230728

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>-15.48</u> %	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		10,370,838
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>5.39</u> %		558,988
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
	c Total available at beginning of current plan year to add to prefunding balance		10,929,826
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	92.96 %
15	Adjusted funding target attainment percentage	15	92.96 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	96.39 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/14/2023	3,300,000	0			
07/14/2023	3,100,000	0			
10/13/2023	3,100,000	0			
01/12/2024	3,100,000	0			
07/15/2024	7,100,000	0			
09/12/2024	3,700,000	0			
Totals ►			18(b)	23,400,000	18(c)
					0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years	19a 0
b Contributions made to avoid restrictions adjusted to valuation date.	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.	19c 22,147,029
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost		
21	Discount rate:		
a	Segment rates:	<div style="display: flex; justify-content: space-around;"> <div style="border: 1px solid black; padding: 2px; text-align: center;">1st segment: 4.75 %</div> <div style="border: 1px solid black; padding: 2px; text-align: center;">2nd segment: 5.00 %</div> <div style="border: 1px solid black; padding: 2px; text-align: center;">3rd segment: 5.74 %</div> </div>	☐ N/A, full yield curve used
b	Applicable month (enter code).....		21b 4
22	Weighted average retirement age		22 55
23	Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute		
Part VI	Miscellaneous Items		
24	Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No		
25	Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No		
26	Demographic and benefit information		
a	Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
b	Is the plan required to provide a projection of expected benefit payments? If "Yes," see instructions regarding required attachment ...		☒ Yes ☐ No
27	If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment		27
Part VII	Reconciliation of Unpaid Minimum Required Contributions For Prior Years		
28	Unpaid minimum required contributions for all prior years.....		28 0
29	Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)		29 0
30	Remaining amount of unpaid minimum required contributions (line 28 minus line 29)		30 0
Part VIII	Minimum Required Contribution For Current Year		
31	Target normal cost and excess assets (see instructions):		
a	Target normal cost (line 6c).....		31a 13,870,652
b	Excess assets, if applicable, but not greater than line 31a		31b 0
32	Amortization installments:		
a	Net shortfall amortization installment	Outstanding Balance 14,274,481	Installment 1,408,442
b	Waiver amortization installment	0	0
33	If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33
34	Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)....		34 15,279,094
35	Balances elected for use to offset funding requirement.....	Carryover balance 0	Prefunding balance 0
36	Additional cash requirement (line 34 minus line 35)		36 15,279,094
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37 22,147,029
38	Present value of excess contributions for current year (see instructions)		
a	Total (excess, if any, of line 37 over line 36)		38a 6,867,935
b	Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b 0
39	Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39 0
40	Unpaid minimum required contributions for all years.....		40 0
Part IX	Pension Funding Relief Under the American Rescue Plan Act of 2021 (See Instructions)		
41	If an election was made to use the extended amortization rule for a plan year beginning on or before December 31, 2021, check the box to indicate the first plan year for which the rule applies. ☐ 2019 ☐ 2020 ☒ 2021		

Schedule SB Attachment (Form 5500)—2023 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2023

Date	Amount	Days to Discount to 1/1/2023 at 5.24%	Interest Adjusted Contribution
April 14, 2023	\$ 3,300,000	103	\$ 3,252,780
July 14, 2023	3,100,000	194	3,016,980
October 13, 2023	3,100,000	285	2,978,807
January 12, 2024	3,100,000	376	2,941,130
July 15, 2024	7,100,000	561	6,564,464
September 12, 2024	3,700,000	620	3,392,868
Total Contribution	\$ 23,400,000		\$ 22,147,029

Schedule SB Attachment (Form 5500)—2023 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
50.5	10.00%	1.0000	5.05
51.5	12.50%	0.9000	5.79
52.5	15.00%	0.7875	6.20
53.5	15.00%	0.6694	5.37
54.5	15.00%	0.5690	4.65
55.5	20.00%	0.4836	5.37
56.5	20.00%	0.3869	4.37
57.5	20.00%	0.3095	3.56
58.5	25.00%	0.2476	3.62
59.5	30.00%	0.1857	3.31
60.5	30.00%	0.1300	2.36
61.5	30.00%	0.0910	1.68
62.5	30.00%	0.0637	1.19
63.5	30.00%	0.0446	0.85
64.5	35.00%	0.0312	0.70
65.5	35.00%	0.0203	0.47
66.5	35.00%	0.0132	0.31
67.5	35.00%	0.0086	0.20
68.5	35.00%	0.0056	0.13
69.5	35.00%	0.0036	0.09
70	100.00%	0.0024	0.16
Weighted Average			55.43

Schedule SB Attachment (Form 5500)—2023 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, line 26b—Schedule Projection of Expected Benefit Payments

Plan Year	Active Participants	Terminated Vested Participants	Retired Participants and Beneficiaries Receiving Payments	Total
2023	15,581,428	11,447,498	3,209,209	30,238,135
2024	13,857,390	5,059,783	2,821,655	21,738,828
2025	12,507,401	4,362,770	2,582,110	19,452,281
2026	11,125,828	3,570,856	2,364,241	17,060,925
2027	10,292,543	3,327,800	2,167,914	15,788,257
2028	9,536,058	3,056,508	1,992,268	14,584,834
2029	8,820,990	2,818,986	1,835,882	13,475,858
2030	8,029,622	2,779,922	1,696,868	12,506,412
2031	7,332,151	2,760,361	1,573,076	11,665,588
2032	6,707,623	2,738,394	1,462,246	10,908,263
2033	6,166,221	2,775,737	1,361,257	10,303,215
2034	5,776,131	2,845,527	1,268,196	9,889,854
2035	5,385,665	2,896,414	1,183,088	9,465,167
2036	4,981,256	2,969,529	1,103,051	9,053,836
2037	4,767,122	3,020,619	1,026,774	8,814,515
2038	4,530,346	3,074,690	953,273	8,558,309
2039	4,036,723	3,137,769	881,877	8,056,369
2040	3,840,753	3,198,460	812,212	7,851,425
2041	3,568,932	3,254,639	744,148	7,567,719
2042	3,448,555	3,316,944	677,744	7,443,243
2043	2,891,125	3,362,979	613,191	6,867,295
2044	2,606,287	3,393,266	550,786	6,550,339
2045	2,350,563	3,419,686	490,913	6,261,162
2046	1,987,402	3,435,986	433,979	5,857,367
2047	1,757,125	3,441,583	380,392	5,579,100
2048	1,494,992	3,436,077	330,537	5,261,606
2049	1,246,916	3,423,381	284,724	4,955,021
2050	1,075,901	3,397,322	243,153	4,716,376
2051	930,193	3,361,108	205,915	4,497,216
2052	760,260	3,310,388	172,979	4,243,627
2053	627,391	3,249,256	144,211	4,020,858
2054	535,463	3,182,733	119,399	3,837,595
2055	453,357	3,104,224	98,253	3,655,834
2056	385,746	3,018,574	80,430	3,484,750
2057	329,214	2,925,950	65,559	3,320,723
2058	280,555	2,826,613	53,255	3,160,423
2059	250,916	2,722,855	43,145	3,016,916
2060	232,545	2,615,174	34,883	2,882,602
2061	208,047	2,504,025	28,158	2,740,230
2062	191,273	2,389,796	22,704	2,603,773
2063	177,627	2,273,039	18,295	2,468,961
2064	166,168	2,154,622	14,746	2,335,536
2065	155,656	2,034,933	11,897	2,202,486

Schedule SB Attachment (Form 5500)—2023 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Plan Year	Active Participants	Terminated Vested Participants	Retired Participants and Beneficiaries Receiving Payments	Total
2066	145,231	1,914,259	9,617	2,069,107
2067	135,510	1,793,021	7,798	1,936,329
2068	126,192	1,671,628	6,352	1,804,172
2069	117,117	1,550,589	5,203	1,672,909
2070	108,160	1,430,420	4,292	1,542,872
2071	99,500	1,311,706	3,566	1,414,772
2072	90,985	1,195,102	2,985	1,289,072



Independent Auditor's Report

To the Participants and Plan Administrator of
Retirement Plan of Marathon Oil Company

Opinion on the Financial Statements

We have audited the financial statements of Retirement Plan of Marathon Oil Company (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements (collectively, the financial statements).

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2023 and 2022, and the changes in net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (U.S. GAAS). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Plan management (Management) is responsible for the preparation and fair presentation of the financial statements in accordance with U.S. GAAP, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the plan, and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.



Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with U.S. GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with U.S. GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by Management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Plan's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matter—Supplemental Schedules Required by ERISA

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The schedule of assets (held at end of year) as of December 31, 2023, and schedule of assets (acquired and disposed of within year) and schedule of reportable transactions, for the year ended December 31, 2023, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of Management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to



McConnell
Jones

the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with U.S. GAAS.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, including their form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion, the information in the accompanying supplemental schedules is fairly stated, in all material respects, in relation to the financial statements as a whole, and the form and content are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

McConnell & Jones LLP

Houston, Texas
October 11, 2024

Schedule SB Attachment (Form 5500)—2023 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, Part V—Summary of Plan Provisions

Effective Date	The Retirement Plan of Marathon Oil Company was established in 1936. Amendments adopted or effective by January 1, 2023 are reflected in this valuation.
Eligibility for Participation	Immediate participation.
Normal Retirement	
Eligibility	Age 65.
Benefit	Frozen service benefit plus cash balance account. The frozen service benefit is converted to a lump sum and added to the cash balance account or the cash balance account is converted to an annuity and added to the frozen service benefit.
Early Retirement	
Eligibility	Age 50 and 10 years of vesting service.
Benefit	Frozen service benefit reduced 3% per year from age 62 and 4% per year from age 59 plus cash balance account.
Vested Termination Benefits	
Eligibility	Three years of vesting service (benefits accrued as of January 1, 2002 are 100% vested).
Benefit	Frozen service benefit payable at age 65 (actuarially reduced for early commencement) plus cash balance account.
Disability Benefit	
Eligibility	Three years of vesting service.
Benefit	Benefit accrued based on service at termination due to disability.
Preretirement Death Benefit	
Eligibility	Earlier of age 65 and three years of vesting service.

Schedule SB Attachment (Form 5500)—2023 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Benefit	The frozen service benefit under the lump sum option is equivalent to 100% of the lump sum of the lifetime form of benefit had the employee retired or terminated on the date of his death. The monthly frozen service benefit annuity form of payment shall be the actuarial equivalent value of the lump sum form as described above. 100% of the cash balance account is payable to the beneficiary.
Death After Early Retirement Eligibility	Death after retirement but prior to age 65.
Benefits	50% of the frozen service benefit amount the member was receiving as a lifetime form of benefit, exclusive of any temporary supplemental benefits.
Death After Vested Termination Eligibility	Death after vested termination but prior to commencement of benefit.
Benefits	50% of the frozen service benefit to which the member was entitled as a vested terminated employee. If the member is under age 50 at the time of his death, payment of the frozen service benefit to his spouse will be deferred until the time he would have attained age 50. 100% of the cash balance account is payable to the beneficiary.
Normal Form of Annuity Without Spouse	Life annuity.
With Spouse	Joint and survivor annuity actuarially equivalent to the retirement benefit payable for employee's lifetime. Participant receives reduced lifetime benefit and, in event of participant's death, 50% of reduced benefit continued to surviving spouse.
Optional Forms of Annuity	Life annuity; term certain and life annuity; joint and survivor annuity (25%, 50%, 75% or 100%); lump sum.

Schedule SB Attachment (Form 5500)—2023 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Definitions

Frozen Service Benefit

Monthly benefit payable to a member upon normal retirement equal to [(1) less (2)] times (3):

- (1) 60% of final average pay (average of highest 36 consecutive months of last 10 years of service).
- (2) 50% of the member's Social Security benefit.
- (3) Ratio of actual years of service to 37.5 years, with such ratio not greater than one.

Benefit service under this formula was frozen on December 31, 2009 for all participants. Additionally, final average pay and the Social Security benefit were also frozen on December 31, 2009 for certain highly compensated employees. For all other participants, final average pay and Social Security benefit were frozen on July 5, 2015.

Cash Balance Account

Hypothetical accounts established on January 1, 2010 for each participant. Initial account balances are \$0 and accounts are credited with pay and interest credits for each year after 2009.

Pay Credits

A percentage of eligible compensation is credited to each participant's account for each year of participation after 2009 based on the participant's attained points (age plus service). For this purpose, all service is included.

Points	Percentage
Under 50	7.00%
50 to 69	9.00%
70 and over	11.00%

Interest Credits

Interest on the opening balance is credited each year based on the 30-year Treasury yield for August, September, and October of the prior year.

Benefit and Vesting Service

Generally based on elapsed time. Any period of service with an employer commencing on employee's date of hire for vesting service and upon plan participation for benefit service and ending on the date of termination.

Compensation

Total regular annual salary including overtime, bonuses, and commissions.

Schedule SB Attachment (Form 5500)—2023 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Average Monthly Compensation	Average monthly compensation in the 36 highest consecutive calendar months during the last 10 years of participation.
Social Security Benefit	Estimated Social Security benefit assuming no future earnings after termination. Calculated at age 62 for retirement eligible employees, otherwise age 65.
Plan Year	January 1 to December 31.
Actuarial Equivalence Conversion of Frozen Service Benefit to Lump Sum	<p>The greater of the minimum amount required under IRC section 417(e)(3) or an amount based on the current interest rate assumption and the RP2000 Combined Healthy Mortality Table weighted 75% male/25% female.</p> <p>The current interest rate assumption is the lesser of the following annuity rates:</p> <ol style="list-style-type: none">(1) The simple average (rounded to the nearest $\frac{1}{4}$ of 1%) of PBGC immediate rates in effect on the first day of the months April through September of the prior year.(2) The PBGC immediate annuity rate in effect on the first day of the plan year.
Conversion of Cash Balance Account to Monthly Single Life Annuity	Based on the applicable mortality and interest rates under IRC section 417(e)(3).
Other Optional Forms	7% and the RP2000 Combined Health Mortality Table weighted 75% male/25% female.

Changes in Plan Provisions for the January 1, 2023 Valuation

- An increase in the annual pay limit under IRC section 401(a)(17) from \$305,000 in 2022 to \$330,000 in 2023.
- The mortality table used for lump sum calculations and cash balance annuity conversions changed from the 417(e) table for 2022 to the 417(e) table for 2023.

Schedule SB Attachment (Form 5500)—2023 Plan Year
Retirement Plan of Marathon Oil Company
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Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

Retirement Plan of Marathon Oil Company

Plan Number 001 EIN 25-1410539

Schedule H, Line 4i - Schedule of Assets (Held at End of Year, December 31, 2023)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	AEA INVESTORS 2006 FUND LP	PARTNERSHIP/JOINT VENTURE INTEREST		74,464	3,294
	AETOS CAPITAL ASIA II LP	REAL ESTATE		597,333	37,015
	AETOS CAPITAL ASIA III LP	REAL ESTATE		1,584,403	88,049
	AG CORE PLUS REALTY FD III LP	REAL ESTATE		346,162	765
	AURORA EQUITY PARTNERS IV LP	PARTNERSHIP/JOINT VENTURE INTEREST		516	32,663
	AVANTI STRATEGIC LAND IV -	REAL ESTATE	PASSIVE	7,722	12,000
	AVANTI STRATEGIC LAND V	REAL ESTATE		689,183	300,000
	AVANTI STRATEGIC LAND VI	REAL ESTATE		827,523	798,000
	AXA EQUITABLE LIFE INSURANCE	POOLED SEPARATE ACCOUNTS	COMPANY AC1547A	4,342,574	5,621,126
	BLACKSTONE R/E PARTNERS IV	REAL ESTATE		534,717	7,976
	BLACKSTONE RE VI	PARTNERSHIP/JOINT VENTURE INTEREST		75,563	21,618
	BLACKSTONE REAL ESTATE	REAL ESTATE	PARTNERS V LP	73,511	2,922
	CLAYTON DUBILIER & RICE VIII	PARTNERSHIP/JOINT VENTURE INTEREST	LP	29,333	5,450
	CLAYTON DUBILIER RICE VI LP	PARTNERSHIP/JOINT VENTURE INTEREST		69,837	78
	CPI CCP EU-T SCOTS LP	REAL ESTATE		1,044,136	32,698
	CPI CP ASIA T E L P	REAL ESTATE		527,269	65,422
	DEVON PARK BIOVENTURES LP	PARTNERSHIP/JOINT VENTURE INTEREST		32,985	43,025
	DLJ REAL ESTATE CAPITAL	PARTNERSHIP/JOINT VENTURE INTEREST	PARTNERS III LP	1,186,465	262,859
	DLJ REAL ESTATE IV	PARTNERSHIP/JOINT VENTURE INTEREST		2,081,014	1,406,035
	DREYFUS TREAS & AGY CSH MG	REGISTERED INVESTMENT	VAR RT 12/31/2049 DD	1,103,885	1,103,885
	FOURTH CINVEN FUND TRUST	PARTNERSHIP/JOINT VENTURE INTEREST	LIMITED PARTNERSHIP	430,627	931
	GEAM INTERNATIONAL PRIVATE EQU	PARTNERSHIP/JOINT VENTURE INTEREST	ITY FUND LP	111,956	362,150
	IBERDROLA SA	CORPORATE STOCK - COMMON		590	896
	LASALLE MEXICO FUND I LP	PARTNERSHIP/JOINT VENTURE INTEREST		1,022,065	192,394
	PERFORMANCE DIRECT INVESTMENT	PARTNERSHIP/JOINT VENTURE INTEREST	II LP	163,512	1
	PHARMASTEM CORP C CV PFD	PARTNERSHIP/JOINT VENTURE INTEREST		—	—
	PHARMASTEM CORP D CV PFD	PARTNERSHIP/JOINT VENTURE INTEREST		—	—
	PHARMASTEM THERAPEUTICS A PFD	PARTNERSHIP/JOINT VENTURE INTEREST		—	—
	PHARMASTEM THERAPEUTICS B PFD	PARTNERSHIP/JOINT VENTURE INTEREST		—	—

Retirement Plan of Marathon Oil Company

Plan Number 001 EIN 25-1410539

Schedule H, Line 4i - Schedule of Assets (Held at End of Year, December 31, 2023)

(a)	(b) Identity of Issue, borrower, lessor, or similar party	(c) Description of Investment including maturity date, rate of interest, collateral, par, or maturity value		(d) Cost	(e) Current Value
	ROCKPOINT RE FUND III	REAL ESTATE		392,050	74,721
	ROCKPOINT REAL ESTATE FUND II	REAL ESTATE		620,632	4,276
	SWAP COLLATERAL WITH MORGAN	INTEREST-BEARING CASH	STANLEY	1,093	1,093
	TCI TIMBER COMPANY - CHINOOK	PARTNERSHIP/JOINT VENTURE INTEREST		6,037	—
	TCI TIMBER COMPANY - SHASTA	PARTNERSHIP/JOINT VENTURE INTEREST		2,075,535	1,340,806
	TENAYA CAPITAL VI LP	PARTNERSHIP/JOINT VENTURE INTEREST		1,428,904	1,024,114
	TENAYA CAPITAL V-P LP	PARTNERSHIP/JOINT VENTURE INTEREST		226,132	87,753
	THIRD CINVEN FUND US (NO 3) LP	PARTNERSHIP/JOINT VENTURE INTEREST		142,780	7,022
	TRIDENT CAPITAL FUND IV LP	PARTNERSHIP/JOINT VENTURE INTEREST		38,027	8,821
	TRIDENT V STONE POINT LP	PARTNERSHIP/JOINT VENTURE INTEREST		984,802	1,795,352
	WARBURG PINCUS PRIVATE EQUITY	PARTNERSHIP/JOINT VENTURE INTEREST	IX LP	21,208	1,126
	WARBURG PINCUS X	PARTNERSHIP/JOINT VENTURE INTEREST		196,539	64,974
*	MGI US SMALL/MID CAP GROWTH	COMMON/COLLECTIVE TRUST	EQUITY CT	8,474,433	9,675,613
*	MGI US LARGE CAP PASSIVE	COMMON/COLLECTIVE TRUST	EQUITY CT	30,150,687	32,669,612
*	MERCER EMERGING MARKETS EQUITY	COMMON/COLLECTIVE TRUST	CT	13,078,370	13,640,756
*	MERCER GLOBAL LOW VOLATILITY	COMMON/COLLECTIVE TRUST	EQUITY PORTFOLIO	10,920,027	11,633,036
*	OPPORTUNISTIC FIXED INCOME CT	COMMON/COLLECTIVE TRUST		22,840,288	24,219,928
*	MERCER ACTIVE LONG CORP INV	COMMON/COLLECTIVE TRUST	PORTFOLIO	22,973,117	25,832,354
*	MGI NON-US CORE EQUITY CT	COMMON/COLLECTIVE TRUST		23,947,367	25,812,609
*	MERCER LONG STRIPS FIXED	COMMON/COLLECTIVE TRUST	INCOME PORTFOLIO	9,617,990	11,374,693
*	MERCER ULTRA LONG DURATION	COMMON/COLLECTIVE TRUST	PORTFOLIO	8,294,483	10,759,568
	Total Investments			173,387,846.00	180,429,479

* Indicates party-in-interest.

Schedule SB Attachment (Form 5500)—2023 Plan Year
Retirement Plan of Marathon Oil Company
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Schedule SB, line 32—Schedule of Amortization Bases

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment
Shortfall	\$ 13,569,870	January 1, 2021	13	\$ 1,372,921
Shortfall	\$ (6,531,242)	January 1, 2022	14	\$ (627,144)
Shortfall	\$ 7,235,853	January 1, 2023	15	\$ 662,665

Schedule SB Attachment (Form 5500)—2023 Plan Year
Retirement Plan of Marathon Oil Company
EIN: 25-1410539 PN: 001

Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following assumption changes:

- A change in the assumed PBGC immediate interest rate from 0.08% to 0.27%. Please note that the underlying assumption methodology did not change and the change in the assumption was strictly due to changes in the economic environment
- A change in the pay increases assumption

These changes were made to better reflect the anticipated plan experience. These assumption changes did not reduce the funding shortfall more than the threshold stated in Internal Revenue Code Section 430(h)(5); as such, approval of the Commissioner is not required.