



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

April 2, 2019

Louis L. Goldberg
Davis Polk & Wardwell LLP
louis.goldberg@davispolk.com

Re: Exxon Mobil Corporation
Incoming letter dated January 17, 2019

Dear Mr. Goldberg:

This letter is in response to your correspondence dated January 17, 2019 and March 4, 2019 concerning the shareholder proposal (the "Proposal") submitted to Exxon Mobil Corporation (the "Company") by Adam Seitchik (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. We also have received correspondence on the Proponent's behalf dated February 18, 2019. Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

M. Hughes Bates
Special Counsel

Enclosure

cc: Sanford J. Lewis
sanfordlewis@strategiccounsel.net

April 2, 2019

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Exxon Mobil Corporation
Incoming letter dated January 17, 2019

The Proposal requests that the board charter a new board committee on climate change to evaluate the Company's strategic vision and responses to climate change, and better inform board decision making on climate issues.

We are unable to concur in your view that the Company may exclude the Proposal under rule 14a-8(i)(10). Based on your arguments and the information you have presented, it appears that the Company's policies, practices and procedures do not substantially implement the Proposal. Accordingly, we do not believe that the Company may omit the Proposal from its proxy materials in reliance on rule 14a-8(i)(10).

Sincerely,

Lisa Krestynick
Attorney-Adviser

DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the company in support of its intention to exclude the proposal from the company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes and rules administered by the Commission, including arguments as to whether or not activities proposed to be taken would violate the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversarial procedure.

It is important to note that the staff's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly, a discretionary determination not to recommend or take Commission enforcement action does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the company's management omit the proposal from the company's proxy materials.

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Northern California
Washington DC
São Paulo
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Davis Polk

Louis L. Goldberg

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March 4, 2019

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549
via email: shareholderproposals@sec.gov

Ladies and Gentlemen:

On behalf of Exxon Mobil Corporation, a New Jersey corporation (the “**Company**”), we are writing to respond to the letter dated February 18, 2019 from Sanford Lewis, on behalf of Adam Seitchik as represented by Arjuna Capital (collectively, the “**Proponent**”). The letter from the Proponent (the “**Proponent Letter**”) was in response to the request from the Company, dated January 17, 2019 (the “**No-Action Letter**”), regarding the exclusion of a shareholder proposal submitted by the Proponent (the “**Proposal**”) from the Company’s proxy statement for its 2019 Annual Meeting of Shareholders. Certain defined terms are used herein as defined in the No-Action Letter. A copy of the Proposal is included with this letter as Exhibit A. The public disclosures we refer to herein are provide by Appendix A

We agree with the Proponent Letter that the risks of climate change, and the potential impact to its current business and strategic direction, are important matters to the Company. As explained in the Chairman’s Letter on the first page of the 2019 Energy & Carbon Summary (“**2019 ECS**”), the Company recognizes that it plays “an essential role in protecting the environment and addressing the risks of climate change,” and the Company regularly reviews its efforts to address “climate-related matters” with the Board.

We do not believe, however, that the Proposal can only be substantially implemented by having a separate board committee that has “climate” in its title. As the recent Staff decision in *Verizon Communications Inc.* (February 19, 2019) demonstrates, existing board committees that provide the same functional oversight as a separate committee sought in a shareholder proposal can effectively convey that a company’s policies, practices and procedures compare favorably with the guidelines of a proposal.

The Company’s Public Issues and Contributions Committee (“**PICC**”) already addresses the objective of the Proposal to have key independent board members directly responsible, as fiduciaries, in the review and oversight of climate strategy and the impact of climate change. Because of its importance, climate-related matters are integrated into multiple aspects of the Company’s business and board oversight responsibilities, and are not treated as discrete specialty

topics to be separately addressed, because the Company believes this could miss many of the interconnections between these issues and result in inferior oversight and management of these issues.

The PICC regularly reviews the Company's environmental, safety and health performance, including actions and matters to identify and manage climate change risks and opportunities. A description of the PICC from the Company's 2019 ECS explains that the PICC members evaluate the risks regarding climate change that "span a range of disciplines." Risks involving climate change inherently affect the Company's environmental, safety and health performance as well as the Company's business and financial performance and prospects overall. Therefore, the Company believes that including climate issues as part of the PICC's duties is a reflection of the importance placed by the Company on the imperative to review and address those risks and matters across the Company holistically. The Company believes this review is more effectively accomplished by being part of the broader mandate of the PICC than if a standalone climate committee were to be established that only considered climate matters. As *Verizon Communications Inc.* indicates, the fact that an existing board committee has other duties or functions besides those cited in a proposal does not diminish the ability of that board committee to effectively oversee and review the core subjects that are the focus of the proposal.

In the 2019 Proxy Materials, the Company intends to provide clear disclosure of the PICC's climate-related duties and functions, in both its description of the board oversight of key risks and the critical functional responsibilities of its board committees. In addition, pages 4 and 5 of the 2019 ECS detail the PICC's work "to identify and manage climate risks and opportunities," including reviewing these issues across a range of disciplines and site visits to our facilities to see ongoing efforts firsthand. These PICC functional responsibilities demonstrate that the Company already has a "focused board committee on climate change," and therefore has substantially implemented the Proposal.

Respectfully yours,



Louis L. Goldberg

cc: James E. Parsons, Exxon Mobil Corporation
Arjuna Capital

Exhibit A

Climate Change Board Committee

Resolved:

Shareholders request the Board of Directors charter a new Board Committee on Climate Change to evaluate Exxon Mobil's strategic vision and responses to climate change, and better inform Board decision making on climate issues. The charter should explicitly require the committee to engage in formal review and oversight of corporate strategy, above and beyond matters of legal compliance, to assess the company's responses to climate related risks and opportunities, including the potential impacts of climate change on business, strategy, financial planning, and the environment.

Supporting Statement:

The proponent believes an independent committee would better provide focused fiduciary oversight of climate related risks and opportunities and should include board members with climate change expertise in areas such as policy, carbon pricing, renewable energy, adaptation, and climate science,

Whereas:

Major oil companies face unprecedented disruption to their business driven by global imperatives to limit global warming and competition from non-carbon-emitting technologies. The Intergovernmental Panel on Climate Change projects dramatic drops in industry emissions of 50 to 90 percent by 2050 are necessary to limit global warming to between 1.5 and 2 degrees Celsius.

Board oversight of climate change strategy and planning is essential to address the existential threat of climate change to the fossil fuel industry and our Company. 84 percent of companies in the energy sector have adopted some level of board oversight of climate change, but only 6 percent provide board incentives (monetary and non-monetary) for managing this critical threat, the lowest of all industries.

Effective governance of climate change risk, opportunity, adaptation and transition is essential to the long term success of Exxon. Investors believe a commitment to good climate change governance should be formalized in the board charter.

As fiduciaries, our Board is responsible for stewardship of business performance and long term strategic plans, while reviewing specific risk factors like developments in climate science and policy. Evidence from other companies demonstrates that committee charter language helps define the scope of fiduciary duties of board members.

Currently, there is no specialized committee to help the Board carry out its responsibility for Climate Change oversight like there is for the Audit, Board Affairs, Compensation, Public Issues and Contributions, and Finance Committees, despite the existential nature of climate change for our Company.

Exxon has stated that "climate risk oversight ultimately is the responsibility of the Board of Directors," yet climate appears a tangential focus of the full board, as it is among approximately 17 other duties. And despite reporting that the Public Issues and Contributions Committee assists in oversight of climate risk, the committee's charter does not list climate change among its approximately 6 other duties.

A failure to adequately plan for a low carbon transition, including climate change policy, competition from renewables, peak oil demand, and unburnable fossil fuel reserves, may place investor capital at substantial risk. It vital that our Company formalize board level oversight of climate change strategy to remain successful in an increasingly decarbonizing economy.

Appendix A

There are few challenges more important than meeting the world's growing demand for energy while reducing environmental impacts and the risks of climate change.

ExxonMobil is committed to doing our part to help society meet this dual challenge.

Energy underpins modern life. People around the world rely on energy to cook their meals, heat their homes, fuel their cars, and power their hospitals, schools and businesses. Our industry plays a critical role in fulfilling society's economic needs and providing the foundation for a healthier and more prosperous future.

We also play an essential role in protecting the environment and addressing the risks of climate change. ExxonMobil is taking significant steps to minimize the greenhouse gas (GHG) emissions from our own operations. For example, we have committed to reducing methane emissions from our operations by 15 percent and flaring by 25 percent by 2020*, as well as reducing the GHG intensity at our operated Canadian oil sands facilities by 10 percent by 2023*.

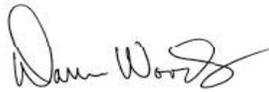
Since 2000, we have invested more than \$9 billion in our facilities and research to develop and deploy lower-emission energy solutions such as cogeneration, algae biofuels, and carbon capture and storage (CCS). We have partnered with more than 80 universities around the world to support emerging energy research.

At the same time, we help our customers reduce their emissions through the use of our energy-saving technologies and sustainable products.

We also actively engage in climate-related policy discussions. We understand that dealing successfully with climate change risks will require a coordinated effort involving individuals, governments and industry leaders around the world. ExxonMobil supports the 2015 Paris Agreement. In 2017 we became a founding member of the Climate Leadership Council to help promote a revenue-neutral carbon tax. And last year we joined the Oil and Gas Climate Initiative (OGCI), a voluntary collaboration of leading companies in our industry aimed at reducing climate-related risks.

Together with our Board of Directors and senior management team, we regularly review our efforts to address climate-related matters.

This year's *Energy & Carbon Summary* details some of these efforts. It is aligned with the core elements of the framework developed by the Financial Stability Board's Task Force on Climate-related Financial Disclosures, designed to encourage the informed conversation society needs on these important issues. Through our active participation in this conversation, and our ongoing actions to meet energy needs and environmental expectations, ExxonMobil will continue to take a leadership role in meeting the world's dual challenge.



Darren Woods, Chairman and CEO

*when compared to 2016

Climate change risk oversight

ExxonMobil's Board of Directors provides oversight of Company risks, including climate change risks. These risks have the potential to manifest in a variety of ways, including through strategic, financial, operational, reputational and legal compliance matters. Effectively managing these risks is essential to the long-term success of the Company.

Board committees conduct deeper reviews and provide additional insight on important topics. For example, the ExxonMobil Board Audit Committee assesses ExxonMobil's overall risk management approach and structure to confirm that enterprise-level risks are being appropriately considered by the Board. The Public Issues and Contributions Committee (PICC) regularly reviews ExxonMobil's safety, health and environmental performance, including actions taken to address climate change risks (see page 5).

The potential for changes in demand for ExxonMobil's products for any reason, including climate change, technology or economic conditions, is considered a key strategic risk. The full Board annually considers this risk as part of its review of the *Outlook for Energy*, the Company's long-term supply and demand forecast, in addition to the Board's regular reviews and discussions of the Company's strategies and business plans.

ExxonMobil's corporate and environmental strategy, and performance, are reviewed and discussed by the Board at multiple points throughout the year. The Board provides oversight of ExxonMobil's strategy to research, develop and implement technology to address GHG emissions by reviewing the Company's technology portfolio, including ExxonMobil's low-emissions technologies, and long-range research and development programs.

To learn about and discuss the latest developments in climate science and policy, the Board engages with subject matter experts, and holds briefings and discussions on the Company's public policy positions and advocacy.

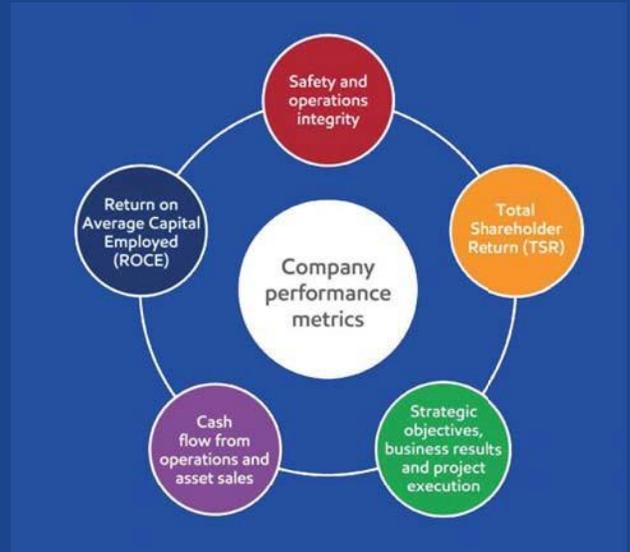
Risk management starts at the top, with oversight from the Board of Directors, and leadership from the CEO and the rest of the ExxonMobil management team. However, management does not act alone. Risk management occurs at multiple levels of the business as part of ExxonMobil's risk management framework (see page 32). This framework provides a structured approach to managing risk while ensuring the Company is able to provide reliable and affordable energy to meet rising global energy demand. This framework ensures that key risks, including climate change risks, are incorporated and considered at all levels of the business.

HIGHLIGHT:

Integrating risk management into executive compensation

ExxonMobil's compensation of senior executives is determined by the Board Compensation Committee, which is comprised entirely of independent directors. The compensation program is specifically designed to incentivize effective management of all operating and financial risks associated with ExxonMobil's business, including climate change risks.

Features of the program include the long term vesting of performance shares and the linkage of compensation to overall company performance, including all aspects of risk management. Executive remuneration is designed to support sustainability of our operations and management of climate related risks. Performance in managing climate change risks is further emphasized under Strategic Objectives and Operations Integrity performance metrics. ExxonMobil's executive compensation program requires that these longer term risks be considered carefully at all levels of the organization, ensuring that the stewardship does not stop at the Board or executive level, but is required for success throughout the Company. Further details on compensation can be found in our annual Proxy Statement and the 2018 *Executive Compensation Overview*.





UP CLOSE:

Public Issues and Contributions Committee (PICC)

The Board appoints committees to help carry out its duties. In particular, Board committees work on key issues in greater detail than would be possible at full Board meetings. The PICC's primary duties are to review and provide advice, as the committee deems appropriate, regarding the Corporation's policies, programs and practices on public issues of significance, including their effects on safety, health and the environment; and to review and provide advice on the Corporation's overall objectives, policies and programs.

To accomplish this, the PICC regularly reviews ExxonMobil's safety, health and environmental performance, including actions taken to identify and manage climate change risks and opportunities. The PICC is comprised of four independent directors who are appointed by the Board. A broad range of backgrounds and areas of expertise for individual PICC members ensures that the PICC is able to effectively evaluate and inform the Board on dynamic and complex issues such as climate change risks that span a range of disciplines.

In addition, the PICC, along with other members of the Board of Directors, makes annual site visits to ExxonMobil operations to observe and provide input on current operating practices and external engagement. In 2018, the PICC traveled to ExxonMobil's Permian operations near Carlsbad, New Mexico. The visit included a tour of a well site where directional drilling and hydraulic fracturing technologies are being employed, as well as a production site where oil and gas are separated and stabilized prior to transport and use. Through these field visits, the PICC is able to see first-hand and validate that the risk management process and operations integrity management system (OIMS) are effective at protecting the Corporation's employees, the community and the environment. The PICC utilizes this information, along with reports on the safety and environmental activities of the operating functions throughout the year, to provide recommendations to the full Board.

The Board of Directors, Chairman and senior executives toured XTO operations near Carlsbad, N.M., in September 2018 as part of the annual PICC trip.

Risk Oversight

Risk oversight is the responsibility of the full Board of Directors. The Board throughout the year participates in reviews with management on the Company's business, including identified risk factors. As a whole, the Board reviews litigation and other legal matters; political contributions, budget, and policy; lobbying costs; developments in climate science and policy; the *Energy Outlook*, which projects world energy supply and demand to 2040; stewardship of business performance; and long-term strategic plans.

The Board and/or the Public Issues and Contributions Committee visit an ExxonMobil operations site each year. These visits allow the directors to better understand local issues and to discuss issues such as safety, environmental performance, technology, products, industry and corporate standards, and community involvement associated with the Company's business.

In addition, existing committees help the Board carry out its responsibility for risk oversight by focusing on specific key areas of risk:

- The Audit Committee oversees risks associated with financial and accounting matters, including compliance with legal and regulatory requirements, and the Company's financial reporting and internal control systems. The Committee also periodically reviews cybersecurity risks and preparedness and ExxonMobil's overall risk management approach and structure.
- The Board Affairs Committee oversees risks associated with corporate governance, including Board structure and succession planning.
- The Compensation Committee helps ensure that the Company's compensation policies and practices encourage long-term focus, support the retention and development of executive talent, and discourage excessive risk-taking.
- The Public Issues and Contributions Committee oversees operational risks such as those relating to employee and community safety, health, environmental performance, **including actions taken to address climate risks**, and security matters.
- The Finance Committee oversees risk associated with financial instruments, financial policies and strategies, and capital structure.
The Board receives regular updates from the committees, and believes this structure is best for overseeing risk.



Public Issues and Contributions Committee

The Public Issues and Contributions Committee reviews the effectiveness of the Corporation's policies, programs, and practices with respect to safety, security, health, the environment, **including climate-related matters**, and social issues. The Committee hears reports from operating units on safety and environmental activities, and also visits operating sites to observe and comment on current operating practices. In addition, the Committee reviews the level of ExxonMobil's support for education and other public service programs, including the Company's contributions to the ExxonMobil Foundation. The Foundation works to improve the quality of education in the United States at all levels, with special emphasis on math and science. The Foundation also supports the Company's other cultural and public service giving. The Committee's charter is available on the Corporate Governance section of our website.

SANFORD J. LEWIS, ATTORNEY

Via electronic mail

February 18, 2019
Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: Shareholder Proposal to Exxon Mobil Corporation Regarding Committee on Climate Change on Behalf of Adam Seitchik

Ladies and Gentlemen:

Adam Seitchik (the “Proponent”) is beneficial owner of common stock of Exxon Mobil Corporation (the “Company”) and has submitted a shareholder proposal (the “Proposal”) to the Company. I have been asked by the Proponent to respond to the letter dated January 17, 2019 (“Company Letter”) sent to the Securities and Exchange Commission by Louis L. Goldberg of Davis Polk. In that letter, the Company contends that the Proposal may be excluded from the Company’s 2019 proxy statement.

I have reviewed the Proposal, as well as the letter sent by the Company, and based upon the foregoing, as well as the relevant rules, it is my opinion that the Proposal must be included in the Company’s 2019 proxy materials and that it is not excludable under Rule 14a-8. A copy of this letter is being emailed concurrently to Louis L. Goldberg of Davis Polk.

SUMMARY

The Proposal requests that the Board of Directors charter a new Board Committee on Climate Change to evaluate Exxon Mobil’s strategic vision and responses to climate change, and better inform Board decision-making on climate issues. The charter should explicitly require the committee to engage in formal review and oversight of corporate strategy, above and beyond matters of legal compliance, to assess the company’s responses to climate related risks and opportunities, including the potential impacts of climate change on business, strategy, financial planning, and the environment.

Many investors, including the Proponent, believe that climate change is an *existential* vulnerability for Exxon Mobil. The Proposal provides a governance strategy for addressing the issue – to establish a focused board committee with a contractual level of clarity on oversight of climate issues. The Proponent believes an independent committee would better provide focused fiduciary oversight of climate related risks and opportunities. The committee should include board members with climate change expertise in areas such as policy, carbon pricing, renewable energy, adaptation, and climate science.

The Company Letter asserts that the Proposal is substantially implemented for purposes of Rule 14a-8(i)(10) by various activities of the board and management relating to climate change.

However, none of the activities of the Company fulfill the guidelines or essential purpose of the Proposal, which is to create a better focused board committee on climate change, and in so doing, to clarify individual board member accountability and liability for issues related to climate change.

Currently issues of climate change are addressed to some degree by the the board's Public Issues and Contributions committee, which must focus its periodic meetings on, among other things, "operational risks such as those relating to employee and community safety, health, environmental and security matters" according to the Company's website. The Proposal seeks a focused committee, in which climate change would be the sole priority, and in which the committee members would have clear accountability and fiduciary liability on climate issues.

It is well established that the terms of governance documents can provide a contractual level of clarity regarding the responsibility and focus of individual board members - assigning and also relieving board members of particular responsibilities. For instance, the responsibility to approve a report or policy of the Company can be assigned to a committee, rather than to the board as a whole. With these assignments comes specific liability for the committee members – the responsibility to exercise fiduciary duties of due care and loyalty on the items on their agenda.

As the Company's approach to climate change continues to raise concerns for investors, the Proposal seeks to establish a board committee with stronger focus and clearer lines of fiduciary responsibility and liability for any failures of due care on climate change by board members. The Company's existing activities are limited to a Public Issues and Contributions Committee without climate change oversight in its charter, an annual site visit, and one board session each year on climate-related issues. Therefore, the Proposal is not substantially implemented for purposes of Rule 14a-8(i)(10).

THE PROPOSAL

Climate Change Board Committee

Resolved:

Shareholders request the Board of Directors charter a new Board Committee on Climate Change to evaluate Exxon Mobil's strategic vision and responses to climate change, and better inform Board decision making on climate issues. The charter should explicitly require the committee to engage in formal review and oversight of corporate strategy, above and beyond matters of legal compliance, to assess the company's responses to climate related risks and opportunities, including the potential impacts of climate change on business, strategy, financial planning, and the environment.

Supporting Statement:

The proponent believes an independent committee would better provide focused fiduciary

oversight of climate related risks and opportunities and should include board members with climate change expertise in areas such as policy, carbon pricing, renewable energy, adaptation, and climate science.

Whereas:

Major oil companies face unprecedented disruption to their business driven by global imperatives to limit global warming and competition from non-carbon-emitting technologies. The Intergovernmental Panel on Climate Change projects dramatic drops in industry emissions of 50 to 90 percent by 2050 are necessary to limit global warming to between 1.5 and 2 degrees Celsius.

Board oversight of climate change strategy and planning is essential to address the existential threat of climate change to the fossil fuel industry and our Company. 84 percent of companies in the energy sector have adopted some level of board oversight of climate change, but only 6 percent provide board incentives (monetary and non-monetary) for managing this critical threat, the lowest of all industries.

Effective governance of climate change risk, opportunity, adaptation and transition is essential to the long term success of Exxon. Investors believe a commitment to good climate change governance should be formalized in the board charter.

As fiduciaries, our Board is responsible for stewardship of business performance and long term strategic plans, while reviewing specific risk factors like developments in climate science and policy. Evidence from other companies demonstrates that committee charter language helps define the scope of fiduciary duties of board members.

Currently, there is no specialized committee to help the Board carry out its responsibility for Climate Change oversight like there is for the Audit, Board Affairs, Compensation, Public Issues and Contributions, and Finance Committees, despite the existential nature of climate change for our Company.

Exxon has stated that "climate risk oversight ultimately is the responsibility of the Board of Directors," yet climate appears a tangential focus of the full board, as it is among approximately 17 other duties. And despite reporting that the Public Issues and Contributions Committee assists in oversight of climate risk, the committee's charter does not list climate change among its approximately 6 other duties.

A failure to adequately plan for a low carbon transition, including climate change policy, competition from renewables, peak oil demand, and unburnable fossil fuel reserves, may place investor capital at substantial risk. It vital that our Company formalize board level oversight of climate change strategy to remain successful in an increasingly decarbonizing economy.

ANALYSIS

The Company has not substantially implemented the Proposal, and therefore the Proposal is not excludable under Rule 14a-8(i)(10).

In order for a Company to meet its burden of proving substantial implementation pursuant to Rule 14a-8(i)(10), the actions in question must compare favorably with the guidelines and essential purpose of the Proposal. The Staff has noted that a determination that a company has substantially implemented a proposal depends upon whether a company's particular policies, practices, and procedures compare favorably with the guidelines of the proposal. *Texaco, Inc.* (Mar. 28, 1991). Substantial implementation under Rule 14a-8(i)(10) requires a company's actions to have satisfactorily addressed *both* the proposal's guidelines and its essential objective. See, e.g., *Exelon Corp.* (Feb. 26, 2010). Thus, when a company can demonstrate that it has already taken actions that meet most of the guidelines of a proposal and meet the proposal's essential purpose, the Staff has concurred that the proposal has been "substantially implemented." In the current instance, the Company has substantially fulfilled *neither* the guidelines nor the essential purpose of the Proposal, and therefore the Proposal cannot be excluded.

The Proposal requests that the Board of Directors charter a new Board Committee on Climate Change to evaluate Exxon Mobil's strategic vision and responses to climate change, and better inform Board decision making on climate issues. The charter should explicitly require the committee to engage in formal review and oversight of corporate strategy, above and beyond matters of legal compliance, to assess the company's responses to climate related risks and opportunities, including the potential impacts of climate change on business, strategy, financial planning, and the environment. In its supporting statement, the Proposal states that the "proponent believes an independent committee would better provide focused fiduciary oversight of climate related risks and opportunities and should include board members with climate change expertise in areas such as policy, carbon pricing, renewable energy, adaptation, and climate science."

The essential purpose of the Proposal is to provide a governance approach to address the Company's existential vulnerability posed by climate change – to establish a *focused* board committee with a *contractual level of clarity on oversight of climate issues*.

The Company Letter claims that the Proposal is substantially implemented by the Company's policies, practices and procedures. The Company asserts that "committees work on key issues in greater detail than would be possible at full Board meetings and each committee reviews the results of its meetings with the full Board." The Letter notes that the board's Public Issues and Contributions Committee oversees the Company's climate risks. The Company also notes that it engages in climate related disclosure, including issuance of a report requested by investors in

2017.

However, there is no committee with a primary focus on climate change and the board's Public Issues and Contributions Committee does not contain an explicit climate focus in its charter other than the word "environment." The Company Letter notes that the Public Issues committee met four times during 2018, during which it presumably needed to address the wide array of issues under its jurisdiction. According to the Committee Charter¹, the Public Issues and Contributions Committee has a broad range of activities on which it is responsible in its meetings (four meetings last year):

1. Review the Corporation's policies, programs and practices on public issues of significance and make such recommendations to the Board with respect thereto as it may deem advisable.
2. Review the effectiveness of the Corporation's policies, programs and practices on safety, health, environment, and social issues and make such recommendations to the Board with respect thereto as it may deem advisable
3. Complete an annual review of safety, health and environmental performance of major operating organizations.
4. Complete an annual visit to one of ExxonMobil's operating sites to review matters such as safety, health, environment, and community relations programs and practices.
5. Review each year, prior to the development of the following year's contributions budgets, proposed overall contributions objectives, policies and programs, including, as appropriate, goals and criteria, the level of corporate contributions, the subject areas to which contributions are to be made and the relative weighting thereof, and make such recommendations to the Board with respect thereto as it may deem advisable.
6. Review, prior to the regular meeting of the Board held in November of each year, the proposed contributions budgets of the Corporation and of its consolidated affiliates, as to the consistency of such budgets with the contributions objectives, policies and programs established by the Board in respect of each year, and possible contributions of an unusual amount and report to the Board.

The Company highlights an annual field trip to an operating site to "observe and provide input on current operating practices and external engagement." Such site visits appear to be focused on operational-level issues, not the more strategic climate change issues concerning investors, including the emissions associated with burning the Company's product. In short, the Committee has a wide jurisdictional focus for its periodic meetings, which fails to primarily address the existential issues of concern put forward by the Proposal.²

The Company Letter misleadingly asserts (page 6 paragraph 2) that the Public Issues and Contributions Committee charter "explicitly requires the Committee to engage in the review of the Company's policies, programs and practices for climate related risks and opportunities." Yet, closer reading of the Company Letter reveals that it does not do so, but only that it has been implied in interpretation and application of the charter in which climate is one of various

¹ <https://corporate.exxonmobil.com/Company/Who-we-are/Corporate-governance/ExxonMobil-board-of-directors/Public-issues-and-contributions-committee-charter>

² The committee reportedly met four times in the last year.

environmental issues that the committee addresses.

This Proposal follows on ongoing investor efforts to improve Exxon Mobil's board oversight of climate change and to reduce Company vulnerability to these issues

In 2015 and 2016, shareholders filed resolutions asking the Company to appoint a climate change expert to the Board of Directors. Finally, in 2017, the Company added an environmental expert, Susan Avery, to the Board. While her appointment as a director was met with accolades, the degree to which adding one person to the board would represent a turning point for the Company was questioned by some shareholders, NGO's and media. As one article described the challenge, it was going to be difficult to redirect a company "which spent more than a decade funding a Big Tobacco-style disinformation campaign to undermine the growing scientific consensus on global warming."

Journalists reported that the move to add Avery to the board was intended to "help appease some dissident shareholders, including institutional investors..."³ However, others noted that the composition of the rest of the board, including board member, Michael J. Boskin, who is known for his role in promoting exaggerated climate science uncertainties and impeding climate responsive public policies. So, at best, Avery was expected to have an "uphill battle" in turning the Company's policy approach to climate change, and there was significant concern that she might be marginalized on the board.⁴

The Company's integration of critical experts, only to neglect their most vehement advice, was highlighted by the February 6, 2017 resignation letter submitted by the Company's External Citizenship Advisory Panel Member Sarah Labowitz, in protest of the Company's decision to target environmental and other civil society organizations in litigation:

.... Exxon [is] advancing an argument that everyday aspects of civil society advocacy with public officials should be treated as an illegal conspiracy. The [Company's legal] brief argues that having a private meeting, conducting a workshop, publishing a report, or advocating that a public official take action are all elements of what you deem an illegal "conspiracy."

This argument undermines the democratic principles of our society and the vital role that civil society plays in it....

It would be against the long-term interests of the company and its shareholders if it were to win the legal argument at the expense of its reputation and the public's

³ https://www.huffingtonpost.com/entry/exxon-mobil-susan-avery_us_588a409be4b061cf898d6e35

⁴ <https://www.whistleblower.org/politicization-of-climate-science/global-warming-denial-machine/will-changes-at-exxonmobil-lead-to-more-social-responsibility-on-climate-change-or-not/> Avery sits with 3 other board members on the Public Issues and Contributions committee, none of whom appear to have climate change expertise.

trust...

[L]ast week's legal filing is a clear demonstration that the company is choosing to double down on a strategy that I feel strongly is counter-productive to your own interests and to the democratic values of our society.... I hope that you can quickly find a better way forward that puts addressing climate change at the forefront of your agenda.⁵

Having had her perspective on these concerns effectively ignored by the Company, Labowitz resigned from the advisory group.

The Board process is not transparent enough to know whether or not Avery is being marginalized in the board process other than by any shifts in company policy. However, the pressure on the Company from shareholders and others to be more responsive continues.

In May 2017, 62.3% of shareholders voted to ask the Company to report on the impact of a "scenario in which reduction in demand results from carbon restrictions and related rules or commitments adopted by governments consistent with the globally agreed upon 2°C target."

At the 2018 AGM, climate scientists traveled to the meeting to engage with the CEO. Instead of welcoming dialogue in the annual meeting, the scientists were not given the floor. One participating scientist noted:

Thus, sadly, I must admit that when it was all said and done....what I heard from [CEO Darren] Woods....came down to one very clear point: ExxonMobil is committed to business as usual.

In October 2018, after more than three years of investigation, the New York Attorney General filed suit against the Company alleging that it has engaged in a "long-standing fraudulent scheme" to deceive investors and analysts "concerning the company's management of the risks posed to its business by climate change regulation."⁶

Investors concerned with climate risks facing the Company are duly concerned that whatever board of directors oversight is underway seems inadequate to encourage the board to intervene to redirect company strategy. In short, governance approaches so far do not appear to be working.

The Opportunity for Delineating Fiduciary Focus Through Committees

Establishing a board committee with delineated duties helps to ensure that the articulated issues and concerns are given adequate focus. It also defines the scope of responsibility of a board member – on which kinds of issues the board member needs to exercise due care as part of their

⁵ <https://www.scribd.com/document/338918439/Labowitz-Letter>

⁶ <https://www.nytimes.com/2018/10/24/climate/exxon-lawsuit-climate-change.html>

fiduciary role.

Shareholders at other companies have begun to insist on better delineated fiduciary responsibilities in board committee charters. As a result of an initiative by one investor, in 2010, Intel, Inc. agreed to amend its Charter of the Corporate Governance and Nominating Committee to include “corporate responsibility and sustainability performance” in the committee’s overall policy responsibility. Intel also provided the proponent with an outside legal opinion by their attorneys at Gibson Dunn stating that under Delaware Law, directors have a clear fiduciary duty to address corporate responsibility and sustainability performance when these issues are written into the committee charter.

Similarly, Monsanto revised its committee charter to include *sustainability*, and its counsel clarified for investors that the members of the Committee, as fiduciaries of the Company and its shareowners, have undertaken a duty to review and monitor the performance of the Company as it affects matters relating to sustainability and to report thereon periodically to the full Board of Directors of the Company. The Board of Directors of Target Corporation received an outside counsel opinion that Target, as a *Minnesota* Corporation, has a duty pursuant to Section 302A.241 of the Minnesota Business Corporation Act to take actions that are set forth in any charter adopted by the Board of Directors setting forth the authority and responsibilities of such committee. Some courts have also confirmed that these charter imposed duties allocate liability among board members.⁷

As a New Jersey Corporation, the ability of the Company’s Board of Directors to delineate committee duties is spelled out in the State’s incorporation law, which states that “the board, by

⁷ The *Delaware* Supreme Court affirmed that a board member’s duties can be defined through a committee charter in *In re Walt Disney Co. Derivative Litigation*, 906 A.2d 27, 53-54 (Del. 2006), which described the duties of Disney’s compensation committee as a “charter-imposed duty.” At issue in the Walt Disney Company derivative litigation were allegations that an excessive salary was paid to Michael Ovitz as executive president and director. Part of the litigation turned on who had responsibility and fiduciary duty of care in determining appropriate compensation levels. The court in the Walt Disney litigation noted:

The Delaware General Corporation Law (DGCL) expressly empowers a board of directors to appoint committees and to delegate to them a broad range of responsibilities, which may include setting executive compensation. Nothing in the DGCL mandates that the entire board must make those decisions. At Disney, the responsibility to consider and approve executive compensation was allocated to the compensation committee, as distinguished from the full board. The Chancellor’s ruling— that executive compensation was to be fixed by the compensation committee —is legally correct.

* * *

The compensation committee also had the charter-imposed duty to “approve employment contracts, or contracts at will” for “all corporate officers who are members of the Board of Directors regardless of salary.”

In examining the activities of the Walt Disney board, the court found that these allocations of responsibility in committee charters actually served to alleviate responsibility and liability of some board members by allocating it to others.

resolution adopted by a majority of the entire board, may appoint from among its members an executive committee and one or more other committees, each of which shall have one or more members. To the extent provided in such resolution, or in the certificate of incorporation or in the by-laws, each such committee shall have and may exercise all the authority of the board.”⁸

In short, charter defined committee responsibilities can establish a focused and clarified fiduciary duty of directors through the vehicle of a charter. This is one way in which a Board of Directors may create clear lines of responsibility – a contractual level of clarity about who is responsible for overseeing and setting policy on an issue like climate change, and along with that a delineation of liability for failure of care.

In light of these purposes, the existing activities of the Board of Directors and the Company do not fulfill the guidelines or purposes of the Proposal – they don’t establish the committee requested by the Proposal, with concomitant focus and accountability.

Staff Precedents do not support a finding of substantial implementation

While the Company Letter cites general precedents on substantial implementation, the precedents on board committee requests are not favorable to the Company’s position.

In numerous similar instances, the Staff has declined to find a proposal to be substantially implemented where the proposal requested the establishment of a new board committee and the company claimed that activities **other than creating the requested board committee** were sufficient.

For example, in *International Paper Company* (March 22, 1990) the company had two existing Board committees which at times had addressed environmental topics. However this was found insufficient to substantially implement a proposal requesting that “the Board of Directors pursue the necessary procedures to establish a standing Environmental Affairs Committee of the Board of Directors which would establish corporate environmental and occupational safety and health policy and serve as an ongoing monitor of Company compliance with federal and state laws and regulations.” The company unsuccessfully argued direct Board involvement in its Technology Committee and its Public and Legal Affairs Committee, and environmental topics discussed by those committees adequately implemented the proposal.

Also apropos is *Twitter, Inc.* (April 2, 2018) where the fact that Twitter’s Board addressed public policy issues including human rights and corporate social responsibility, was not considered adequate to substantially implement a proposal requesting the company “establish a Public Policy Committee of the Board of Directors to oversee Twitter’s policies and practice that relate to public policy issues including human rights, corporate social responsibility, charitable giving,

⁸ New Jersey Title 14A. Corporations, General 14A § 6-9.

political activities and expenditures, foreign governmental regulations and international relations that may affect Twitter's operations, performance, reputations and stockholders value." The company unsuccessfully argued its Board and its standing committees, as well as the company's policies and practices, systems, structures, processes and controls, all of which operate under significant Board oversight, adequately manage areas of public policy.

Also see *NetApp, Inc.* (June 27, 2014) NetApp's policies, practices and procedures, and public disclosures were not considered adequate to substantially implement a proposal requesting the Company establish a "Public Policy Committee to assist the Board in overseeing the Company's policies and practice that relate to public policy including human rights, corporate social responsibility, vendor chain management, charitable giving, political activities and expenditures, government relations activities, international relations, and other public policy issues." The company unsuccessfully argued that it had substantially implemented the proposal by having **internal management systems** and a **code of conduct**, a **statement on human trafficking**, **membership in an Electronics Industry Citizenship Coalition** ("EICC"), and adherence to the coalition's standards. *Goldman Sachs Group Inc* (February 7, 2013) Goldman Sachs' actions, including a Statement on Human Rights, were found inadequate to substantially implement a proposal requesting the company establish a Human Rights Committee "to review, assess, disclose, and make recommendations to enhance the company's corporate policy and practice on human rights. The board of directors is authorized to: (1) adopt Goldman Sachs Human Rights Principles, (2) designate the members of the committee, including outside relevant human rights experts, (3) provide the committee with sufficient funds for operating expenses, (4) adopt a charter to specify the powers of the committee, (5) empower the committee to solicit public input and to issue periodic reports to shareholders and the public, on the committee's activities, findings and recommendations, and (6) adopt any other measures consistent with applicable principles and laws." The company unsuccessfully argued its publicly available Statement on Human Rights, as well as its employees' obligations, due diligence regarding clients, and vendor expectations substantially implemented the proposal.

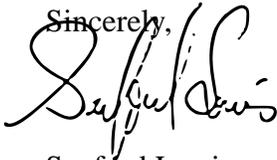
At the present Company, a similar argument was rejected in *Exxon Corporation* (March 18, 1999) where the Company's publications were not considered adequate to substantially implement a proposal requesting the Board of Directors create a committee of outside directors to independently review and issue a report to shareholders regarding the impact of climate change on the company's policies and practices. The Company unsuccessfully argued its publications adequately implemented the proposal for the committee.

Similarly, the current Proposal is asking for a committee of directors to address climate change risk and opportunity, but this time internal to the Board. Accordingly, the Company has failed to meet its burden to demonstrate substantial implementation, and the Proposal is not excludable pursuant to Rule 14a-8(i)(10).

CONCLUSION

Based on the foregoing, we believe it is clear that the Company has provided no basis for the conclusion that the Proposal is excludable from the 2019 proxy statement pursuant to Rule 14a-8. As such, we respectfully request that the Staff inform the Company that it is denying the no action letter request. If you have any questions, please contact me at 413 549-7333 or sanfordlewis@strategiccounsel.net.

Sincerely,

A handwritten signature in black ink, appearing to read "Sanford Lewis". The signature is written in a cursive style with a large initial "S".

Sanford Lewis

Cc: Louis L. Goldberg

New York
Northern California
Washington DC
London
Paris
Madrid
Tokyo
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Davis Polk

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January 17, 2019

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549
via email: shareholderproposals@sec.gov

Ladies and Gentlemen:

On behalf of Exxon Mobil Corporation, a New Jersey corporation (the “**Company**”), and in accordance with Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), we are filing this letter with respect to the shareholder proposal (the “**Proposal**”) submitted by Adam Seitchik (the “**Proponent**”) for inclusion in the proxy materials the Company intends to distribute in connection with its 2019 Annual Meeting of Shareholders (the “**2019 Proxy Materials**”). The Proposal is attached hereto as Exhibit A.

We hereby request confirmation that the Staff of the Division of Corporation Finance (the “**Staff**”) will not recommend any enforcement action if, in reliance on Rule 14a-8, the Company omits the Proposal from the 2019 Proxy Materials.

Pursuant to Staff Legal Bulletin No. 14D (CF), Shareholder Proposals (November 7, 2008), Question C, we have submitted this letter and any related correspondence via email to shareholderproposals@sec.gov. Also, in accordance with Rule 14a-8(j), a copy of this submission is being sent simultaneously to the Proponent as notification of the Company’s intention to omit the Proposal from the 2019 Proxy Materials. This letter constitutes the Company’s statement of the reasons it deems the omission of the Proposal to be proper.

THE PROPOSAL

The Proposal states:

RESOLVED: Shareholders request the Board of Directors charter a new Board Committee on Climate Change to evaluate Exxon Mobil’s strategic vision and responses to climate change, and better inform Board decision making on climate issues. The charter should explicitly require the committee to engage in formal review and oversight of corporate strategy, above and beyond matters of legal compliance, to assess the company’s responses to climate related risks and

opportunities, including the potential impacts of climate change on business, strategy, financial planning, and the environment.

The Company believes that the Proposal may be properly omitted from the 2019 Proxy Materials pursuant to Rule 14a-8(i)(10) because it has been substantially implemented.

REASONS FOR EXCLUSION OF THE PROPOSAL

The Company may omit the Proposal pursuant to Rule 14a-8(i)(10) as it has been substantially implemented through the Board's Public Issues and Contributions Committee.

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal if the company has already substantially implemented the proposal. The Commission has stated that "substantial" implementation under the rule does not require implementation in full or exactly as presented by the proponent. See *Exchange Act Release No. 34-40018* (May 21, 1998, n.30). The Staff has provided no-action relief under Rule 14a-8(i)(10) when a company has substantially implemented and therefore satisfied the "essential objective" of a proposal, even if the company did not take the exact action requested by the proponent, did not implement the proposal in every detail or exercised discretion in determining how to implement the proposal. See *Exxon Mobil Corporation* (March 23, 2018) (permitting exclusion of a shareholder proposal requesting that the company issue a report describing how the company could adapt its business model to align with a decarbonizing economy where the requested information was already available in two published reports describing the company's long-term outlook for energy and how it would position itself for a lower-carbon energy future); *Ford Motor Company* (February 22, 2016) (permitting exclusion of a shareholder proposal requesting that the company adopt a policy disclosing the gender, race/ethnicity, skills and experiences of each board nominee where the requested information was already available in a chart disclosing the aggregate gender and minority status of the company's directors in its sustainability report and the specific qualifications required of board nominees as well as each director's actual skills and experiences as it relates to those qualifications in its proxy materials); *Wal-Mart Stores, Inc.* (March 25, 2015) (permitting exclusion of a shareholder proposal requesting an employee engagement metric for executive compensation where a "diversity and inclusion metric related to employee engagement" was already included in the company's management incentive plan); *Entergy Corp.* (February 14, 2014) (permitting exclusion of a shareholder proposal requesting a report "on policies the company could adopt . . . to reduce its greenhouse gas emissions consistent with the national goal of 80% reduction in greenhouse gas emissions by 2050" where the requested information was already available in its sustainability and carbon disclosure reports); *Duke Energy Corp.* (February 21, 2012) (permitting exclusion of a shareholder proposal requesting that the company assess potential actions to reduce greenhouse gas and other emissions where the requested information was available in the Form 10-K and its annual sustainability report); and *Exelon Corp.* (February 26, 2010) (concurring in the exclusion of a proposal that requested a report on different aspects of the company's political contributions when the company had already adopted its own set of corporate political contribution guidelines and issued a political contributions report that, together, provided "an up-to-date view of the [c]ompany's policies and procedures with regard to political contributions"). "[A] determination that the company has substantially implemented the proposal depends upon whether [the company's] particular policies, practices, and procedures compare favorably with the guidelines of the proposal." See *Texaco, Inc.* (March 28, 1991) (permitting exclusion on substantial implementation grounds of a proposal requesting that the company adopt the Valdez Principles where the company had already adopted policies, practices and procedures regarding the environment).

A. The Board has designated a committee of independent directors to oversee environmental issues, which includes climate change.

The Board is responsible for the oversight of all Company risks, including climate-related risks. The Board routinely reviews and considers corporate strategy and environmental stewardship issues, such as the risks of climate change, through briefings on scientific and technical research, public policy positions and analysis, Company initiatives and actions, and reports to the Board from the Public Issues and Contributions Committee.

As explained in the “Board Committees Overview” on the Company’s website,¹ the Board appoints committees to help carry out its duties. In particular, committees work on key issues in greater detail than would be possible at full Board meetings and each committee reviews the results of its meetings with the full Board.

As part of this in-depth work, the Board has designated a Public Issues and Contributions Committee (the “Committee”) composed solely of four independent directors. As the Company explains in its “Sustainability Report” available on the Company’s website under “Climate Risk Oversight,”² the Committee “assists the board in providing oversight of the corporation’s safety, health and environmental performance, *including issues associated with climate risks*” (emphasis added).

The Company’s “2018 Energy & Carbon Summary,” which was prepared directly for shareholders in response to a 2017 shareholder proposal and is available on the Company’s website, repeats this disclosure and emphasizes the importance of the Committee’s work in “reviewing the effectiveness of the Corporation’s policies, programs and practices on safety, health and the environment, and social responsibility.”³ The Committee receives reports relating to environmental activities and visits operating sites to observe and comment on current operating practices. For example, in 2017 the Committee and other board members visited the Company’s research and development facilities in Clinton, New Jersey, to review the Company’s research programs, including advanced biofuels and carbon capture and storage, which are efforts that are designed to mitigate the risks posed by climate change.

B. The Company’s description of environmental matters includes climate change.

The Company’s public disclosures are designed to be accessible to many different audiences. For some audiences, climate issues are viewed as part of the suite of environmental issues and risks that the Company works to minimize and mitigate. However, the Company recognizes that other audiences view climate change as a distinct set of risks. Because of this, the Company has sought to clearly communicate that the Committee’s work reflects “environmental performance, including issues associated with climate risk.” The Company represents that for purposes of how the Board and the Committee each conducts its activities, the reference to “environment” in Company disclosures include examining the risks and potential impacts of climate change on its business and that this vernacular is commonly used in disclosures to shareholders.

¹ <https://corporate.exxonmobil.com/en/investors/corporate-governance/board-committees/overview>.

² <https://corporate.exxonmobil.com/en/community/sustainability-report/managing-risks-of-climate-change/engaging-on-climate-change-policy>.

³ <https://cdn.exxonmobil.com/~media/global/files/energy-and-environment/2018-energy-and-carbon-summary.pdf>

For example, in its proxy statement for the 2018 annual meeting,⁴ the discussion of shareholder engagement makes clear that in 2017 the Company held shareholder engagements on environmental, social and governance (ESG) matters with institutional investors, pension funds and labor, religious and nongovernmental organizations representing over 1.2 billion shares, or about 30 percent of total shares outstanding and nearly 50 percent of institutional shareholdings. The number of engagements with shareholders on environmental, social and governance issues is up 75 percent since 2014. These discussions, including those with Arjuna Capital in 2018, 2017 and 2016, included climate science and climate change.

“Environment” is also used in the Company’s most recent Form 10-K⁵ to cover multiple related matters, such as climate change, that affect the Company’s business. The Company disclosed that “[t]hroughout ExxonMobil’s businesses, new and ongoing measures are taken to prevent and minimize the impact of our operations on air, water and ground. These include a significant investment in refining infrastructure and technology to manufacture clean fuels, as well as projects to monitor and reduce nitrogen oxide, sulfur oxide and greenhouse gas emissions, and expenditures for asset retirement obligations. Using definitions and guidelines established by the American Petroleum Institute, ExxonMobil’s 2017 worldwide *environmental* expenditures for all such preventative and remediation steps, including ExxonMobil’s share of equity company expenditures, were \$4.7 billion, of which \$3.3 billion were included in expenses, with the remainder in capital expenditures”⁶ (emphasis added). This amount encompasses resources spent on areas of climate change concerns, such as reducing greenhouse gas emissions.

Among the regulatory and litigation risks disclosed in the same Form 10-K was “changes in environmental regulations or other laws that increase our cost of compliance or reduce or delay available business opportunities (including changes in laws related to offshore drilling operations, water use, methane emissions, or hydraulic fracturing),” which embodies regulations and laws governing climate change.⁷ Environmental risk management includes efforts not only to reduce adverse environmental events but also the implementation of new technologies and operating practices to reduce air emissions to address both government requirements and community priorities.⁸

C. The Committee has responsibilities for review and oversight of the risks and potential impacts of climate change.

The Committee is one of the six standing Board committees. It is composed solely of four independent directors and held four meetings in 2018.

As described in the Committee charter that is posted on the Company’s website,⁹ the purpose of the Committee includes reviewing and providing advice and oversight regarding the Company’s policies, programs and practices on public issues of significance including their effects on safety, health and the environment.

4 <https://www.sec.gov/Archives/edgar/data/34088/000119312518115091/d527562ddef14a.htm>.

5 <https://www.sec.gov/Archives/edgar/data/34088/000003408818000015/xom10k2017.htm>.

6 Form 10-K p.1.

7 Form 10-K p.3.

8 Form 10-K p.4.

9 <https://corporate.exxonmobil.com/en/investors/corporate-governance/board-committees/public-issues-and-contributions-committee>.

Environment, of which climate change is a key element of the Committee's focus, is addressed in four of the six enumerated common recurring Committee tasks listed in the charter:

- Reviewing the Company's policies, programs and practices on public issues of significance and making such recommendations to the Board with respect thereto as it may deem advisable;
- Reviewing the effectiveness of the Company's policies, programs and practices on safety, health, environment and social issues and making such recommendations to the Board with respect thereto as it may deem advisable;
- Completing an annual review of safety, health and environmental performance of major operating organizations; and
- Completing an annual visit to one of the Company's operating sites to review matters such as safety, health, environment and community relations programs and practices.

D. The Company's policies, practices and procedures compare favorably with the requests of the Proposal.

A review of the requests in the Proposal alongside the Company's policies, practices and procedures demonstrates that the Company has substantially implemented the Proposal. The Proposal asks for:

- A committee to evaluate the Company's strategic vision and responses to climate change.

The Committee reviews the Company's responses to climate change in light of the Company's business and strategic priorities.

- A committee to better inform Board decision-making on climate issues.

The Board appointed the Committee to assist in the Board's oversight of environmental matters, including issues associated with climate risks. The risks of climate change have the potential to manifest themselves in a number of different avenues. The Company believes the Committee, dealing with public issues of safety, health and the environment, substantially implements the Proposal's purpose and provides a superior forum and scope to analyze these various potential impacts on the Company rather than a committee devoted solely to climate change. As described in the Committee's charter, the Chair of the Committee reports regularly to the full Board on the Committee's activities, findings and recommendations.

- A charter that explicitly requires the committee to engage in formal review and oversight of corporate strategy, above and beyond matters of legal compliance, to assess the Company's responses to climate-related risks and opportunities, including the potential impacts of climate change on business, strategy, financial planning and the environment.

The Committee's charter, as noted in the Committee tasks listed above, explicitly requires the Committee to engage in the review of the Company's policies, programs and practices for climate related risks and opportunities. In addition, the Committee is empowered under its charter to make recommendations to the Board to enhance the Company's business, strategy, financial planning and environmental performance.

- A committee that includes board members with climate change expertise in areas such as policy, carbon pricing, renewable energy, adaptation and climate science.

The directors who sit on the Committee include Dr. Avery, Ms. Braly (who chairs the Committee), Mr. Kandarian and Mr. Reinemund. Three of the directors have expertise in academic, scientific or research activities. In addition, all four directors have financial and risk management expertise. A broad range of backgrounds and areas of expertise for individual Committee members ensures that the Committee is able to effectively evaluate and inform the Board on dynamic and complex issues such as climate-related risks that span a range of disciplines.

In addition, Dr. Avery is an expert in climate change. As her biographical information in the 2018 proxy statement describes, Dr. Avery was President and Director of the Woods Hole Oceanographic Institution, a global research organization, from 2008 to 2015. She was a member of the Scientific Advisory Board of the United Nations Secretary-General and member of the National Research Council Global Change Research Program Advisory Committee, and holds/recently held advisory committee memberships at NASA, NOAA, National Science Foundation, Lawrence Berkeley National Laboratory, National Park System, Independent Advisory Committee on Applied Climate Risk, Climate Change Science Program, Center for Southern Hemisphere Ocean Research, Qingdao National Laboratory for Marine Science and Technology and Japan Agency for Marine-Earth Science and Technology. Her scientific and environmental affiliations also include the University Corporation for Atmospheric Research (Chair of Board), Consortium for Ocean Leadership (senior fellow), American Geophysical Union, American Meteorological Society (fellow), American Association for the Advancement of Science (fellow) and Institute of Electrical and Electronics Engineers (fellow). In the course of her lengthy and varied experience with matters of climate science, Dr. Avery has been involved with areas of policy, carbon pricing, renewable energy and adaptation.

- Board oversight of climate change strategy and planning and effective governance of climate change risk, opportunity, adaptation and transition.

The Company explains on its website¹⁰ and in the 2018 proxy statement that its Board is responsible for risk oversight, including the risks of climate change. The Board routinely reviews and considers corporate strategy and environmental stewardship issues through briefings on scientific and technical research, public policy, as well as Company and external positions and actions in this area, including the Company's strategy on leveraging technology to address emissions. For more than a decade, this process has included at least one session each year dedicated to climate-related issues, where the Board engages Company subject matter experts to share the latest developments in climate science and policy.

The Board also considers climate-related risks, including the potential impacts of climate change on business, strategy, financial planning and the broader environment, in a multitude of other contexts throughout the year. These include the annual corporate planning process, technology reviews, reviews of current events, shareholder engagements and communications, assessments of Company performance, reviews of publications, such as the "Energy & Carbon Summary" and the "Outlook for Energy," and regulatory filings, such as the SEC's Form 10-K.

The "Outlook for Energy"¹¹ provides a view of potential pathways toward a 2°C climate goal, and the implications such pathways might have in terms of global energy intensity, carbon intensity of the world's energy mix and global demand for various energy sources. The Outlook anticipates significant changes through 2040 across the world to boost living standards, reshape the use of energy, broaden access to abundant energy supplies and accelerate decarbonization of the world's energy system to address the risks of climate change. These insights shape both the Board's and the Committee's approach to the risks and opportunities of climate change for the Company's business.

For all the reasons stated above, the Company believes the Proposal is properly excludable under Rule 14a-8(i)(10).

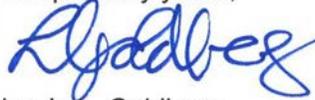
¹⁰ <https://corporate.exxonmobil.com/en/community/sustainability-report/managing-risks-of-climate-change/engaging-on-climate-change-policy>.

¹¹ <https://cdn.exxonmobil.com/~media/global/files/outlook-for-energy/2018/2018-outlook-for-energy.pdf>.

CONCLUSION

The Company requests confirmation that the Staff will not recommend any enforcement action if, in reliance on the foregoing, the Company omits the Proposal from its 2019 Proxy Materials. If you should have any questions or need additional information, please contact the undersigned at (212) 450-4539 or louis.goldberg@davispolk.com. If the Staff does not concur with the Company's position, we would appreciate an opportunity to confer with the Staff concerning these matters prior to the issuance of its response.

Respectfully yours,



Louis L. Goldberg

Attachment

cc w/ att: James E. Parsons, Exxon Mobil Corporation

Adam Seitchik

Arjuna Capital

Proposal

Climate Change Board Committee

Resolved:

Shareholders request the Board of Directors charter a new Board Committee on Climate Change to evaluate Exxon Mobil's strategic vision and responses to climate change, and better inform Board decision making on climate issues. The charter should explicitly require the committee to engage in formal review and oversight of corporate strategy, above and beyond matters of legal compliance, to assess the company's responses to climate related risks and opportunities, including the potential impacts of climate change on business, strategy, financial planning, and the environment.

Supporting Statement:

The proponent believes an independent committee would better provide focused fiduciary oversight of climate related risks and opportunities and should include board members with climate change expertise in areas such as policy, carbon pricing, renewable energy, adaptation, and climate science,

Whereas:

Major oil companies face unprecedented disruption to their business driven by global imperatives to limit global warming and competition from non-carbon-emitting technologies. The Intergovernmental Panel on Climate Change projects dramatic drops in industry emissions of 50 to 90 percent by 2050 are necessary to limit global warming to between 1.5 and 2 degrees Celsius.

Board oversight of climate change strategy and planning is essential to address the existential threat of climate change to the fossil fuel industry and our Company. 84 percent of companies in the energy sector have adopted some level of board oversight of climate change, but only 6 percent provide board incentives (monetary and non-monetary) for managing this critical threat, the lowest of all industries.

Effective governance of climate change risk, opportunity, adaptation and transition is essential to the long term success of Exxon. Investors believe a commitment to good climate change governance should be formalized in the board charter.

As fiduciaries, our Board is responsible for stewardship of business performance and long term strategic plans, while reviewing specific risk factors like developments in climate science and policy. Evidence from other companies demonstrates that committee charter language helps define the scope of fiduciary duties of board members.

Currently, there is no specialized committee to help the Board carry out its responsibility for Climate Change oversight like there is for the Audit, Board Affairs, Compensation, Public Issues and Contributions, and Finance Committees, despite the existential nature of climate change for our Company.

Exxon has stated that "climate risk oversight ultimately is the responsibility of the Board of Directors," yet climate appears a tangential focus of the full board, as it is among approximately 17 other duties. And despite reporting that the Public Issues and Contributions Committee

assists in oversight of climate risk, the committee's charter does not list climate change among its approximately 6 other duties.

A failure to adequately plan for a low carbon transition, including climate change policy, competition from renewables, peak oil demand, and unburnable fossil fuel reserves, may place investor capital at substantial risk. It vital that our Company formalize board level oversight of climate change strategy to remain successful in an increasingly decarbonizing economy.

Shareholder Correspondence

Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, Texas 75039-2298

Neil A. Hansen
Vice President, Investor Relations
and Corporate Secretary



VIA UPS – OVERNIGHT DELIVERY

December 17, 2018

Ms. Natasha Lamb
Managing Partner
Arjuna Capital
1 Elm Street
Manchester, MA 01944

Dear Ms. Lamb:

This will acknowledge receipt of the proposal concerning Climate Change Board Committee (the "Proposal"), which you have submitted on behalf of Adam Seitchik (the "Proponent") in connection with ExxonMobil's 2019 annual meeting of shareholders. By copy of a letter from Charles Schwab, share ownership has been verified.

You should note that, if the Proposal is not withdrawn or excluded, the Proponents or the Proponent's representative, who is qualified under New Jersey law to present the Proposal on the Proponent's behalf, must attend the annual meeting in person to present the Proposal. Under New Jersey law, only shareholders or their duly constituted proxies are entitled as a matter of right to attend the meeting.

If the Proponent intends for a representative to present the Proposal, the Proponent must provide documentation that specifically identifies their intended representative by name and specifically authorizes the representative to act as the Proponent's proxy at the annual meeting. To be a valid proxy entitled to attend the annual meeting, the representative must have the authority to vote the Proponent's shares at the meeting. A copy of this authorization meeting state law requirements should be sent to my attention in advance of the meeting. The authorized representative should also bring an original signed copy of the proxy documentation to the meeting and present it at the admissions desk, together with photo identification if requested, so that our counsel may verify the representative's authority to act on the Proponent's behalf prior to the start of the meeting.

In the event there are co-filers for this Proposal and in light of the guidance in SEC Staff Legal Bulletin No. 14F dealing with co-filers of shareholder proposals, it is important to ensure that the lead filer has clear authority to act on behalf of all co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the lead filer can represent that it holds such authority on behalf of all co-filers, and considering SEC staff guidance, it will be difficult for us to engage in productive dialogue concerning this Proposal.

Natasha Lamb
Page 2

Note that under Staff Legal Bulletin No. 14F, the SEC will distribute no-action responses under Rule 14a-8 by email to companies and proponents. We encourage all proponents and any co-filers to include an email contact address on any additional correspondence to ensure timely communication in the event the Proposal is subject to a no-action request.

We are interested in discussing this Proposal and will contact you in the near future.

Sincerely,

A handwritten signature in black ink, appearing to read "Rie A. Hansen". The signature is written in a cursive style with a large initial "R" and a distinct "A" and "H".

NAH/ljg

Attachments 14F and Rule 14a-8 have been omitted for copying and scanning purposes only.

Gilbert, Jeanine

From: UPS Quantum View <pkginfo@ups.com>
Sent: Tuesday, December 18, 2018 10:43 AM
To: Gilbert, Jeanine
Subject: UPS Delivery Notification, Tracking Number ***

Categories: External Sender



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Delivery Time: 11:36 AM

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Shipment Detail

Tracking Number: ***

Ship To: Natasha Lamb
Arjuna Capital
1 ELM ST
MANCHESTER, MA 01944
US

UPS Service: UPS NEXT DAY AIR SAVER

Number of Packages: 1

Shipment Type: Letter

Delivery Location: FRONT DESK
LAMB

Reference Number 1: 6401

Reference Number 2: XOM-ACK-LTR CC Board Committee



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December 11th, 2018

DEC 12 2018

VIA OVERNIGHT MAIL

N.A. HANSEN

Neil A. Hansen, Corporate Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

To whom it may concern:

Arjuna Capital is an investment firm focused on sustainable and impact investing.

I am hereby authorized to notify you of our intention to lead file the enclosed shareholder resolution with Exxon Mobil Corporation on behalf of our client Adam Seitchik. Arjuna Capital submits this shareholder proposal for inclusion in the 2019 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 (17 C.F.R. § 240.14a-8). Per Rule 14a-8, Adam Seitchik holds more than \$2,000 of XOM common stock, acquired more than one year prior to today's date and held continuously for that time. Our client will remain invested in this position continuously through the date of the 2019 annual meeting.

Enclosed please find verification of this position and letter from Adam Seitchik authorizing Arjuna Capital to undertake this filing on his behalf. We will send a representative to the stockholders' meeting to move the shareholder proposal as required by the SEC rules.

We would welcome discussion with Exxon Mobil Corporation about the contents of our proposal.

Please direct any written communications to me at the address below or to natasha@arjuna-capital.com. Please also confirm receipt of this letter via email.

Sincerely,



Natasha Lamb
Managing Partner
Arjuna Capital
1 Elm Street
Manchester, MA 01944

Enclosures

Climate Change Board Committee

RESOLVED: Shareholders request the Board of Directors charter a new Board Committee on Climate Change to evaluate Exxon Mobil's strategic vision and responses to climate change, and better inform Board decision making on climate issues. The charter should explicitly require the committee to engage in formal review and oversight of corporate strategy, above and beyond matters of legal compliance, to assess the company's responses to climate related risks and opportunities, including the potential impacts of climate change on business, strategy, financial planning, and the environment.

Supporting Statement: The proponent believes an independent committee would better provide focused fiduciary oversight of climate related risks and opportunities and should include board members with climate change expertise in areas such as policy, carbon pricing, renewable energy, adaptation, and climate science.

WHEREAS: Major oil companies face unprecedented disruption to their business driven by global imperatives to limit global warming and competition from non-carbon-emitting technologies. The Intergovernmental Panel on Climate Change projects dramatic drops in industry emissions of 50 to 90 percent by 2050 are necessary to limit global warming to between 1.5 and 2 degrees Celsius.

Board oversight of climate change strategy and planning is essential to address the existential threat of climate change to the fossil fuel industry and our Company. 84 percent of companies in the energy sector have adopted some level of board oversight of climate change, but only 6 percent provide board incentives (monetary and non-monetary) for managing this critical threat, the lowest of all industries.

Effective governance of climate change risk, opportunity, adaptation and transition is essential to the long term success of Exxon. Investors believe a commitment to good climate change governance should be formalized in the board charter.

As fiduciaries, our Board is responsible for stewardship of business performance and long term strategic plans, while reviewing specific risk factors like developments in climate science and policy. Evidence from other companies demonstrates that committee charter language helps define the scope of fiduciary duties of board members.

Currently, there is no specialized committee to help the Board carry out its responsibility for Climate Change oversight like there is for the Audit, Board Affairs, Compensation, Public Issues and Contributions, and Finance Committees, despite the existential nature of climate change for our Company.

Exxon has stated that "climate risk oversight ultimately is the responsibility of the Board of Directors," yet climate appears a tangential focus of the full board, as it is among approximately 17 other duties. And despite reporting that the Public Issues and Contributions Committee assists in oversight of climate risk, the committee's charter does not list climate change among its approximately 6 other duties.

A failure to adequately plan for a low carbon transition, including climate change policy, competition from renewables, peak oil demand, and unburnable fossil fuel reserves, may place investor capital at substantial risk. It vital that our Company formalize board level oversight of climate change strategy to remain successful in an increasingly decarbonizing economy.

November 30th, 2018

Natasha Lamb
Managing Partner
Arjuna Capital
353 W. Main Street
Durham, NC 27701

Dear Ms. Lamb,

I hereby authorize Arjuna Capital to file a shareholder proposal on my behalf at Exxon Mobil Corporation (XOM) regarding the company forming a climate change transition committee for the company's annual meeting in 2019.

I am the beneficial owner of more than \$2,000 worth of common stock in Chevron Exxon Mobil Corporation (XOM) that I have held continuously for more than one year. I intend to hold the aforementioned shares of stock through the date of the company's annual meeting in 2019.

I specifically give Arjuna Capital full authority to deal, on my behalf, with any and all aspects of the aforementioned shareholder proposal. I understand that my name may appear on the corporation's proxy statement as the filer of the aforementioned proposal.

Sincerely,



Adam Seitchik

c/o Arjuna Capital
353 W. Main Street
Durham, NC 27701

charlesSCHWAB

December 11, 2018

ARJUNA CAPITAL LLC
353 W MAIN ST
DURHAM NC 27701

To WHOM IT MAY CONCERN:

Re: Adam D. Seitchik / # ***

This letter is to confirm that Charles Schwab & Co. is the record holder for the beneficial owner of the account above (# ***), which Arjuna Capital manages and which holds 42 shares of common stock in the Exxon Mobile Corporation. (XOM)*

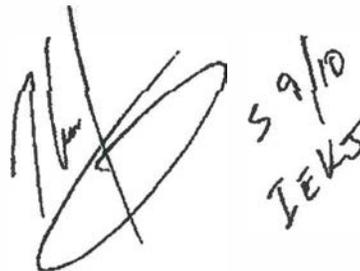
As of December 11, 2018 Adam D. Seitchik held, and has held continuously for at least one year, 42 shares of XOM stock.

This letter serves as confirmation that the account holder listed above is the beneficial owner of the above referenced stock.

Sincerely,



Jonnalee Owens
Relationship Specialist/Advisor Services



Case ID # AM-2441523

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ARJUNA CAPITAL

SHIP DATE: 11DEC18
ACTWGT: 1.00 LB
CAD: ***

1 ELM STREET

MANCHESTER, MA 01944
UNITED STATES US

BILL THIRD PARTY

TO NEIL HANSEN CORP SECY
EXXON MOBILE CORPORATION
5959 LAS COLINAS BLVD

IRVING TX 75039

(999) 999-9999
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