January 17, 2020

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 The Nathan Cummings Foundation (the “Proponent”) for inclusion in the proxy materials the Company intends to distribute in connection with its 2020 Annual Meeting of Shareholders (the “2020 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 2020 Proxy Materials. The Company has advised us as to the factual matters set forth below.

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 2020 Proxy Materials. Pursuant to Rule 14-8(j), we are submitting this letter not less than 80 days before the Company intends to file its definitive 2020 proxy statement. 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 of ExxonMobil urge the Board of Directors to adopt a policy committing the Company to take steps to address the use of prison and unpaid diversion program labor in its operations and supply chain. In doing so, ExxonMobil might consider surveying suppliers in order to identify sources of unpaid diversion program labor in its supply chain,
reporting to shareholders on these findings and developing additional criteria or guidelines for suppliers and operators regarding the use of prison and diversion program labor.

**REASONS FOR EXCLUSION OF THE PROPOSAL**

The Company believes that the Proposal may be properly omitted from the 2020 Proxy Materials pursuant to Rule 14a-8(i)(10), because the Company has already substantially implemented the Proposal.

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 *Wal-Mart Stores, Inc.* (March 25, 2015) (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 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 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); *The Boeing Co.* (February 17, 2011) (concurring in the exclusion of proposal that requested the company “review its policies related to human rights” and report its findings where the company had already adopted human rights policies and provided an annual report on corporate citizenship); and *Exelon Corp.* (February 26, 2010) (concurring in the exclusion of 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 [company’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 proposal requesting that the company adopt the Valdez Principles where the company had already adopted policies, practices and procedures regarding the environment).

*The Company’s Policies Substantially Implement the Essential Objectives of the Proposal.* Based upon the Proposal's request that the Company “take steps to address the use of prison and unpaid diversion program labor in its operations and supply chain” and its supporting statement drawing attention to the potential “financial and operational risks” related to different workforce standards, the Company interprets the core of the Proposal, or its “essential objective,” to be concerned with protecting the interests of incarcerated and unpaid workers in its operations and supply chain. The Company has substantially implemented the Proposal’s “essential objective” because it already has in place several policies designed to eliminate forced and compulsory labor in its operations and supply chain:
• The Company’s publicly available Statement on Labor and the Workplace (the “Statement on Labor”), attached as Exhibit B, states that in order to further its commitment “to providing positive, productive and supportive work environments throughout its global operations,” the Company “does not use forced or compulsory labor.” The Statement on Labor notes that ExxonMobil’s Standards of Business Conduct (“Standards of Business Conduct”) provide a worldwide framework for responsible operations and are consistent with the Fundamental Principles and Rights at Work of the 1998 International Labour Organization Declaration (“ILO Declaration”). In addition, the Company provides payment of wages and benefits in compliance with applicable law and regulations, addressing the Proposal’s concerns that minimum wage laws are not being met.

• The Company’s policy on supplier vendor and contractor expectations (“Supplier Vendor and Contractor Expectations”), attached as Exhibit C, states that the Company expects its suppliers, vendors and contractors to conduct their operations and business practices in a manner consistent with the ILO Declaration.

• As noted above, the Standards of Business Conduct, attached as Exhibit D, are similarly consistent with the spirit and intent of the ILO Declaration, including its principles concerning the elimination of all forms of forced or compulsory labor.

The Proposal states that the Statement of Labor is “silent on the issues of legally permissible prison labor and the use of unpaid diversion program labor,” but those matters are already clearly and well-addressed in the ILO Declaration.2

As one of its four principles regarding the elimination of all forms of forced or compulsory labor, under the ILO Declaration, prison workers should be hired “only on a voluntary basis” and must freely consent. The ILO Declaration emphasizes that “free consent” must mean consenting to the work without threat of “menace” or “penalty,” such as loss of privilege or unfavorable assessments that could affect prison sentences, with the ability to withdraw that consent at any time. Freely consenting prisoners must receive comparable wages as those of similarly skilled free workers, have compensation paid directly to them and their work must be performed in accordance with labor, safety and health laws.3

The resolution also seeks a policy to address “unpaid diversion program labor,” and the Supporting Statement defines diversion labor programs as programs where the participants have not been convicted of any crimes, and must provide “unpaid and involuntary” labor to companies. This type of labor is already prohibited under the ILO Declaration, under which “forced labour” includes prisoners who have not been convicted in court, detainees awaiting trial or those who have been imprisoned as a result of a non-judicial decision. In addition, involuntary work performed by a prisoner for the benefit of a private undertaking, or for private enterprises inside or outside the prison, are all forbidden forms of “forced labour.”4

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3 Id. “Question: When is it ok to use prison labour?” See also Note 4 (pages 15-16).
In affirming these ILO Declaration’s principles through its multiple labor-related policies, the Company has therefore substantially implemented the “essential objective” of the Proposal, which is to adopt a policy to address the use of prison and unpaid diversion program labor in its operations and supply chain.

**The Company Has Actively Addressed Concerns About the Possible Use of Diversion Program Labor.** A central point in the Proposal, and the primary reason for the Proposal, is the claim made by a report from the Center for Investigative Reporting\(^5\) that patients from a drug rehabilitation program, the Cenikor Foundation, were sent to work for several companies, including at an ExxonMobil refinery, without proper supervision, safety equipment and training and without compensation.

When allegations were brought to the Company’s attention that patients from the Cenikor Foundation were possibly subcontracted to perform work at the Company’s Baton Rouge refinery, the Company immediately conducted an investigation into those claims. The Company found that:

- During the periods alleged, the Company had a direct contract with a supplier, Cajun Contractors, that required the contractor and any of its subcontractors to comply with all applicable health, safety and labor laws;

- There is no evidence that Cajun Contractors, or any subcontractor of Cajun Contractors, used Cenikor Foundation or persons affiliated with the Cenikor Foundation to perform any work at any ExxonMobil facility. There is no documentation, personal account or testimony, or any other information substantiating the accusations made in the report that is cited in the Proposal.\(^6\)

- The Company has publicly committed to further investigation if any new or additional information arises related to this matter, or any other matter alleging labor violations or unfair labor practices.

The investigation into the allegations surrounding the Company’s Baton Rouge refinery, including those involving contractors and subcontractors, along with the public statements regarding any necessary future investigation into similar allegations, demonstrates that the Company has “committed...to take steps to address the use of prison and unpaid diversion program labor in its operations and supply chain,” as the Proposal requests.

**The Company Already Requires Its Supply Chain to Be Responsive to the Proposal’s Concerns.** The Proposal asks the Company to address issues in its supply chain. As the Company explains in its publicly available Sustainability Report,\(^7\) the Company communicates its expectations on human rights to its suppliers annually, which includes reference to international human rights

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\(^5\) From the supporting statement: “Diversion program labor does not fall under the 13th amendment exemption. Participants in these programs have not been convicted of any crime. According to recent reports by the Center for Investigative Reporting (https://bit.ly/2LOArRa), diversion programs have supplied unpaid and involuntary labor to corporations, including ExxonMobil.”

\(^6\) We note that another entity facing similar accusations, Louisiana State University, has also found no evidence supporting the claims, which are the basis of lawsuits against Cenikor Foundation. [https://www.theadvocate.com/baton_rouge/news/politics/article_f4b27305-6d27-11e9-825e-d72de6c26979.html](https://www.theadvocate.com/baton_rouge/news/politics/article_f4b27305-6d27-11e9-825e-d72de6c26979.html)

frameworks like the ILO Declaration. The expectations about supply chain management that are communicated to suppliers include not only complying with laws and promoting safe and secure workplaces, but also conducting operations and business practices that are consistent with the ILO Declaration, with specific references to the elimination of forced labor.

After developing human rights awareness programs tailored to procurement professionals, the Company has completed training for more than 220 procurement employees that involve reviewing goods purchased in countries that are included in the U.S. Department of Labor’s list of goods produced by child or forced labor. In addition, procurement staff are trained to conduct assessments to determine a supplier’s operational, technical and financial performance.

The Company acknowledges that the Staff did not concur in the exclusion of a prison labor-related proposal in TJX Companies, Inc. (April 11, 2018); however, the Proposal received by the Company is distinguishable. The proposal received by TJX Companies, Inc. ("TJX") is primarily focused on that company’s supply chain, by asking TJX “to survey all suppliers to identify sources of prison labor” in its supply chain and develop and apply additional criteria or guidelines for suppliers regarding the use of prison labor.

By contrast, the Proposal asks the Company to adopt its own policy “addressing the use of prison and unpaid diversion labor” in its operations and supply chain, and the Proposal states that the Company “might consider surveying suppliers.” As such, surveying suppliers is not essential to the Proposal’s core objective of having the Company address the issue of prison labor and as discussed above, the Company already maintains an active program of training its procurement professionals and working with vendors and suppliers to help align its supply chain with the Company’s human rights expectations, including its policies against use of prison or forced labor.

The “essential objective” of the Proposal asks the Company “to take steps to address the use of prison and unpaid diversion program labor in its operations and supply chain.” The Company has substantially implemented the Proposal by already having adopted a set of well-developed workforce policies that are designed to protect against exploitative prison and unpaid diversion program labor, and are consistent with the ILO’s Declaration’s principles, including the elimination of child labor, forced labor and workplace discrimination. Accordingly, the Company believes the Proposal is properly excludable under Rule 14a-8(i)(10).

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 2020 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

The Nathan Cummings Foundation
Exhibit A

Proposal

ExxonMobil’s Statement on Labor in the Workplace and its Supplier Vendor and Contractor Expectations documents prohibit forced or compulsory labor and compensation counter to labor laws, but are silent on the issues of legally permissible prison labor and the use of unpaid diversion program labor.

Financial and operational risks related to the use of prison and unpaid diversion program labor in a company’s operations and supply chain can adversely affect shareholder value. For instance, the use of prison labor in supply chains can damage a company’s reputation. In 2015, Whole Foods experienced significant backlash when customers learned that prisoner-made products were sold in stores. The use of prison labor can also lead to significant supply chain disruption. In 2018, various media outlets including Time Magazine and the Guardian noted that tens of thousands of prisoners orchestrated multi-week work stoppages to protest significant labor and human rights violations. As was reported in the New York Times, these protests are increasing in size and scope and future work interruptions are possible as states continue to debate ways to address prison labor. Colorado, for instance, recently passed Amendment A, which prohibits prison labor without pay.

Diversion program labor does not fall under the 13th amendment exemption. Participants in these programs have not been convicted of any crime. According to recent reports by the Center for Investigative Reporting (https://bit.ly/2LOArRa), diversion programs have supplied unpaid and involuntary labor to corporations, including ExxonMobil. This runs counter to the principles outlined in the Company’s Statement on Labor and the Workplace and its Supplier Vendor and Contractor Expectations. Several legal complaints, including class action lawsuits, have been filed against corporations that utilize this labor. They allege violations of federal labor laws, which require employers to pay employees at least minimum wage, and human trafficking laws. Several state probes into the contracting companies supplying this labor have also been launched. This could lead to broader sanctions.

Although ExxonMobil’s Statement on Labor in the Workplace and its Supplier Vendor and Contractor Expectations prohibit forced or compulsory labor and compensation counter to labor laws, we believe they lack sufficient attention to the use of prison and diversion program labor. Careful review of our supply chain for prison and unpaid diversion program labor could help ensure that ExxonMobil does not suffer reputational damage, or face supply chain disruptions.

RESOLVED: Shareholders of ExxonMobil urge the Board of Directors to adopt a policy committing the Company to take steps to address the use of prison and unpaid diversion program labor in its operations and supply chain. In doing so, ExxonMobil might consider surveying suppliers in order to identify sources of unpaid diversion program labor in its supply chain, reporting to shareholders on these findings and developing additional criteria or
guidelines for suppliers and operators regarding the use of prison and diversion program labor.
Statement on Labor
ExxonMobil statement on labor and the workplace

ExxonMobil\textsuperscript{1} is committed to providing positive, productive and supportive work environments throughout its global operations.

Report
Dec. 20, 2019

The Company has long-established programs to attract, develop and retain a highly talented workforce that is representative of the regions where we operate. ExxonMobil values the exceptional quality and diversity of its employees.

ExxonMobil operates in various environments and diverse cultures. Wherever we operate, certain principles consistently apply to the Company’s relationships with its employees and its expectations of conduct in the workplace. ExxonMobil’s Standards of Business Conduct provide a worldwide framework for responsible operations and are consistent with the spirit and intent of the International Labour Organization 1998 Declaration Fundamental Principles and Rights at Work. The ILO Declaration sets an obligation on Member States to promote and realize the following principles:

- Freedom of Association and effective recognition of the right to collective bargaining
- Elimination of all forms of \textbf{forced or compulsory labor}
- Effective abolition of child labor
- Elimination of discrimination in respect of employment and occupation

ExxonMobil and its affiliates support these principles. The Company and its affiliates develop and implement suitable
policies, procedures and practices in light of applicable laws and specific circumstances.

Freedom of association and right to collective bargaining

ExxonMobil recognizes and respects its employees’ right to join associations and choose representative organizations for the purpose of engaging in collective bargaining in a manner consistent with applicable laws, rules and regulations as well as local customs as appropriate.

Elimination of forced or compulsory labor

ExxonMobil does not use forced or compulsory labor. ExxonMobil recruits its employees and provides working conditions, including payment of wages and benefits, that comply with applicable laws and regulations.

Abolition of child labor

Throughout ExxonMobil’s worldwide operations, we forbid the use of children in our workforce. All ExxonMobil employees are above the legal employment age in the country of their employment.

Elimination of workplace discrimination and harassment

ExxonMobil’s Standards of Business Conduct include an Equal Employment Opportunity Policy, which states, in part:

It is the policy of Exxon Mobil Corporation to provide equal employment opportunity in conformance with all applicable laws and regulations to individuals who are qualified to perform job requirements.

The Standards of Business Conduct also include a Harassment in the Workplace Policy that prohibits any form of harassment in the workplace with the objective of providing a work environment that fosters mutual employee respect.

Affiliates are expected to adopt policies consistent with the Equal Employment Opportunity Policy and the Harassment in the Workplace Policy. Affiliate management is responsible for
implementing and administering these policies within their organizations.

1. The terms ExxonMobil or the Company as used on this page may refer either to Exxon Mobil Corporation, one or more of its divisions, or one of more of its majority-owned affiliated companies (“Affiliates”). Each separately incorporated Affiliate is responsible for management of its own affairs. The use of the term ExxonMobil when referring to such Affiliates is not intended to undermine the corporate separateness of Exxon Mobil Corporation and its Affiliates.
Supplier Vendor and Contractor Expectations
ExxonMobil supplier vendor and contractor expectations

ExxonMobil holds its suppliers, vendors and contractors to stringent compliance, anti-corruption, nonconflict, safety and other guidelines in order to stay in good standing.

Report
Dec. 20, 2019

ExxonMobil expects its suppliers, vendors and contractors to:

- comply with laws, rules and regulations applicable to their business;
- comply with their contractual obligations and perform their activities balancing economic growth, social development and environmental protection;
- avoid any conflict of interest;
- not offer, pay, directly or indirectly, any bribe or engage in any corrupt practice;
- comply with antitrust and competition laws;
- promote a safe, secure and healthy workplace;
- apply continuous efforts to improve safety, security, health and environmental performance and foster appropriate operating practices and training;
- endeavor to provide positive, productive and supportive work environments;
- conduct operations and business practices in a manner consistent with the Fundamental Principles and Rights at Work of the 1998 International Labour Organization (ILO) Declaration, including the elimination of child labor, forced labor and workplace discrimination; and

- manage activities in a manner that respects human rights and is consistent with the United Nations Guiding Principles on Business and Human Rights in effect as of 2011.

The links below provide further information:

ExxonMobil Code of Ethics and Business Conduct  
ExxonMobil Statement on Labor and the Workplace  
ExxonMobil Sustainability Report  
ILO 1998 Declaration on Fundamental Principles and Rights at Work  
UN Guiding Principles on Business and Human Rights
Standards of Business Conduct
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INTRODUCTION

The high quality of the directors, officers, and employees of ExxonMobil Corporation is the Corporation’s greatest strength. The resourcefulness, professionalism, and dedication of those directors, officers, and employees make the Corporation competitive in the short term and well positioned for ongoing success in the long term.

The Corporation’s directors, officers, and employees are responsible for developing, approving, and implementing plans and actions designed to achieve corporate objectives. The methods we employ to attain results are as important as the results themselves. The Corporation’s directors, officers, and employees are expected to observe the highest standards of integrity in the conduct of the Corporation’s business.

The Board of Directors of the Corporation has adopted and oversees the administration of the Corporation’s Standards of Business Conduct. The policies in the Standards of Business Conduct are the foundation policies of the Corporation. Wholly-owned and majority-owned subsidiaries of ExxonMobil Corporation generally adopt policies similar to the Corporation’s foundation policies. Thus, the Corporation’s foundation policies collectively express the Corporation’s expectations and define the basis for the worldwide conduct of the businesses of the Corporation and its majority-owned subsidiaries.

The directors, officers, and employees of ExxonMobil Corporation are expected to review these foundation policies periodically and apply them to all of their work. The Corporation publishes from time to time guidelines with respect to selected policies. Those guidelines are interpretive and administrative and are not part of the Standards of Business Conduct. Any employee who has questions concerning any aspect of these policies should not hesitate to seek answers from management or the other sources indicated in the section below called “Procedures and Open Door Communication.”

No one in the ExxonMobil organization has the authority to make exceptions or grant waivers with respect to the foundation policies. Regardless of how much difficulty we encounter or pressure we face in performing our jobs, no situation can justify the willful violation of these policies. Our reputation as a corporate citizen depends on our understanding of and compliance with these policies.

Darren W. Woods
Chairman
January 2017
GUIDING PRINCIPLES

Exxon Mobil Corporation is committed to being the world’s premier petroleum and petrochemical company. To that end, we must continuously achieve superior financial and operating results while simultaneously adhering to high ethical standards.

The following principles guide our relationships with our shareholders, customers, employees, and communities:

**Shareholders** - We are committed to enhancing the long-term value of the investment dollars entrusted to us by our shareholders. By running the business profitably and responsibly, we expect our shareholders to be rewarded with superior returns. This commitment drives the management of our corporation.

**Customers** - Success depends on our ability to consistently satisfy ever changing customer preferences. We commit to be innovative and responsive, while offering high quality products and services at competitive prices.

**Employees** - The exceptional quality of our workforce provides a valuable competitive edge. To build on this advantage, we will strive to hire and retain the most qualified people available and to maximize their opportunities for success through training and development. We are committed to maintaining a safe work environment enriched by diversity and characterized by open communication, trust, and fair treatment.

**Communities** - We commit to be a good corporate citizen in all the places we operate worldwide. We will maintain high ethical standards, obey all applicable laws, rules, and regulations, and respect local and national cultures. Above all other objectives, we are dedicated to running safe and environmentally responsible operations.

Exxon Mobil Corporation aspires to be at the leading edge of competition in every aspect of our business. That requires the Corporation’s resources – financial, operational, technological, and human – to be employed wisely and evaluated regularly.

While we maintain flexibility to adapt to changing conditions, the nature of our business requires a focused, long-term approach. We will consistently strive to improve efficiency and productivity through learning, sharing, and implementing best practices. We will be disciplined and selective in evaluating the range of capital investment opportunities available to us. We will seek to develop proprietary technologies that provide a competitive edge.

We aspire to achieve our goals by flawlessly executing our business plans and by adhering to these guiding principles and the foundation policies that follow.
ETHICS POLICY

The policy of Exxon Mobil Corporation is to comply with all governmental laws, rules, and regulations applicable to its business.

The Corporation’s Ethics policy does not stop there. Even where the law is permissive, the Corporation chooses the course of highest integrity. Local customs, traditions, and mores differ from place to place, and this must be recognized. But honesty is not subject to criticism in any culture. Shades of dishonesty simply invite demoralizing and reprehensible judgments. A well-founded reputation for scrupulous dealing is itself a priceless corporate asset.

The Corporation cares how results are obtained, not just that they are obtained. Directors, officers, and employees should deal fairly with each other and with the Corporation’s suppliers, customers, competitors, and other third parties.

The Corporation expects compliance with its standard of integrity throughout the organization and will not tolerate employees who achieve results at the cost of violation of law or who deal unscrupulously. The Corporation’s directors and officers support, and expect the Corporation’s employees to support, any employee who passes up an opportunity or advantage that would sacrifice ethical standards.

It is the Corporation’s policy that all transactions will be accurately reflected in its books and records. This, of course, means that falsification of books and records and the creation or maintenance of any off-the-record bank accounts are strictly prohibited. Employees are expected to record all transactions accurately in the Corporation’s books and records, and to be honest and forthcoming with the Corporation’s internal and independent auditors.

The Corporation expects candor from employees at all levels and adherence to its policies and internal controls. One harm which results when employees conceal information from higher management or the auditors is that other employees think they are being given a signal that the Corporation’s policies and internal controls can be ignored when they are inconvenient. That can result in corruption and demoralization of an organization. The Corporation’s system of management will not work without honesty, including honest bookkeeping, honest budget proposals, and honest economic evaluation of projects.

It is the Corporation’s policy to make full, fair, accurate, timely, and understandable disclosure in reports and documents that the Corporation files with the United States Securities and Exchange Commission, and in other public communications. All employees are responsible for reporting material information known to them to higher management so that the information will be available to senior executives responsible for making disclosure decisions.
CONFLICTS OF INTEREST POLICY

It is the policy of Exxon Mobil Corporation that directors, officers, and employees are expected to avoid any actual or apparent conflict between their own personal interests and the interests of the Corporation. A conflict of interest can arise when a director, officer, or employee takes actions or has personal interests that may interfere with his or her objective and effective performance of work for the Corporation. For example, directors, officers, and employees are expected to avoid actual or apparent conflict in dealings with suppliers, customers, competitors, and other third parties. Directors, officers, and employees are expected to refrain from taking for themselves opportunities discovered through their use of corporate assets or through their positions with the Corporation. Directors, officers, and employees are expected to refrain from competing with the Corporation.
CORPORATE ASSETS POLICY

It is the policy of Exxon Mobil Corporation that directors, officers, and employees are expected to protect the assets of the Corporation and use them efficiently to advance the interests of the Corporation. Those assets include tangible assets and intangible assets, such as confidential information of the Corporation or personal information held by the Corporation. No director, officer, or employee should use or disclose at any time during or subsequent to employment or other service to the Corporation, without proper authority or mandate, personal or confidential information obtained from any source in the course of the Corporation’s business. Examples of confidential information include nonpublic information about the Corporation’s plans, earnings, financial forecasts, business forecasts, discoveries, competitive bids, technologies, and personnel.
DIRECTORSHIPS POLICY

It is the policy of Exxon Mobil Corporation to restrict the holding by officers and employees of directorships in nonaffiliated, for-profit organizations and to prohibit the acceptance by any officer or employee of such directorships that would involve a conflict of interest with, or interfere with, the discharge of the officer’s or employee’s duties to the Corporation. Any officer or employee may hold directorships in nonaffiliated, nonprofit organizations, unless such directorships would involve a conflict of interest with, or interfere with, the discharge of the officer’s or employee’s duties to the Corporation, or obligate the Corporation to provide support to the nonaffiliated, nonprofit organizations. Officers and employees may serve as directors of affiliated companies and such service may be part of their normal work assignments.

All directorships in public companies held by directors of the Corporation are subject to review and approval by the Board of Directors of the Corporation. In all other cases, directorships in nonaffiliated, for-profit organizations are subject to review and approval by the management of the Corporation, as directed by the Chairman.
GIFTS AND ENTERTAINMENT POLICY

It is the policy of Exxon Mobil Corporation to base commercial decisions on commercial criteria. That policy serves the Corporation’s business interests and fosters constructive relationships with organizations and individuals doing business, or seeking to do business, with the Corporation. In many cultures, those constructive relationships may include incidental business gifts and entertainment. Directors, officers, employees, and third parties acting on behalf of the Corporation providing or receiving third party gifts and entertainment in their corporate capacities are expected to exercise good judgment in each case, taking into account pertinent circumstances, including the character of the gift or entertainment, its purpose, its appearance, the positions of the persons providing and receiving the gift or entertainment, the business context, reciprocity, and applicable laws and social norms. Gifts and entertainment must not be intended to create an improper advantage for the Corporation. All expenditures for gifts and entertainment provided by the Corporation must be accurately recorded in the books and records of the Corporation.
ANTI-CORRUPTION POLICY

It is the policy of Exxon Mobil Corporation that directors, officers, employees, and third parties acting on its behalf are prohibited from offering or paying, directly or indirectly, any bribe to any employee, official, or agent of any government, commercial entity, or individual in connection with the business or activities of the Corporation. A bribe for purposes of this policy is any money, goods, services, or other thing of value offered or given with the intent to gain any improper advantage for the Corporation.

No director, officer, employee, or third party should assume that the Corporation’s interest ever requires otherwise.
POLITICAL ACTIVITIES POLICY

It is the policy of Exxon Mobil Corporation to refrain from making contributions to political candidates and political parties, except as permitted by applicable laws and authorized by the Board of Directors.

It is the Corporation’s policy to communicate information and views on issues of public concern that have an important impact on the Corporation.

The Corporation considers that registering and voting, contributing financially to the party or candidate of one’s choice, keeping informed on political matters, serving in civic bodies, and campaigning and officeholding at local, state, and national levels are important rights and responsibilities of the citizens of a democracy.

Directors, officers, and employees engaging in political activities are expected to do so as private citizens and not as representatives of the Corporation. Personal, lawful, political contributions and decisions not to make contributions will not influence compensation, job security, or opportunities for advancement.
INTERNATIONAL OPERATIONS POLICY

It is the policy of Exxon Mobil Corporation to comply with all governmental laws, rules, and regulations applicable to its operations outside the United States and to conduct those operations to the highest ethical standards.

Laws that apply to operations outside the United States include those of the countries where the operations occur, and may also include certain United States laws which govern international operations of United States companies and United States persons, broadly defined. Accordingly, directors, officers, and employees of the Corporation who are involved with the Corporation’s operations outside the United States should consult with the Law Department for advice on applicable United States laws, especially laws regarding boycotts, trade sanctions, export controls, and foreign corrupt practices, and are expected to comply with those laws.
ANTITRUST POLICY

It is the policy of Exxon Mobil Corporation that directors, officers, and employees are expected to comply with the antitrust and competition laws of the United States and with those of any other country or group of countries which are applicable to the Corporation’s business.

No director, officer, or employee should assume that the Corporation’s interest ever requires otherwise.

It is recognized that, on occasion, there may be legitimate doubt as to the proper interpretation of the law. In such a circumstance, it is required that the directors, officers, and employees refer the case through appropriate channels to the Law Department for advice.
It is Exxon Mobil Corporation's policy to:

• identify and evaluate health risks related to its operations that potentially affect its employees, contractors or the public;

• implement programs and appropriate protective measures to control such risks, including appropriate monitoring of its potentially affected employees;

• communicate in a reasonable manner to potentially affected individuals or organizations and the scientific community knowledge about health risks gained from its health programs and related studies;

• determine at the time of employment and thereafter, as appropriate, the medical fitness of employees to do their work without undue risk to themselves or others;

• provide or arrange for medical services necessary for the treatment of employee occupational illnesses or injuries and for the handling of medical emergencies;

• comply with all applicable laws and regulations, and apply responsible standards where laws and regulations do not exist;

• work with government agencies and others to develop responsible laws, regulations, and standards based on sound science and consideration of risk;

• conduct and support research to extend knowledge about the health effects of its operations;

• undertake appropriate reviews and evaluations of its operations to measure progress and to foster compliance with this policy;

• provide voluntary health promotion programs designed to enhance employees' well being, productivity, and personal safety. These programs should supplement, but not interfere with, the responsibility of employees for their own health care and their relationships with personal physicians. Information about employees obtained through the implementation of these programs should be considered confidential and should not be revealed to non-medical personnel except: at the request of the employee concerned, when required by law, when dictated by overriding public health considerations, or when necessary to implement the Alcohol and Drug Use policy.
ENVIRONMENT POLICY

It is Exxon Mobil Corporation’s policy to conduct its business in a manner that is compatible with the balanced environmental and economic needs of the communities in which it operates. The Corporation is committed to continuous efforts to improve environmental performance throughout its operations.

Accordingly, the Corporation’s policy is to:

• comply with all applicable environmental laws and regulations and apply responsible standards where laws and regulations do not exist;

• encourage concern and respect for the environment, emphasize every employee’s responsibility in environmental performance, and foster appropriate operating practices and training;

• work with government and industry groups to foster timely development of effective environmental laws and regulations based on sound science and considering risks, costs, and benefits, including effects on energy and product supply;

• manage its business with the goal of preventing incidents and of controlling emissions and wastes to below harmful levels; design, operate, and maintain facilities to this end;

• respond quickly and effectively to incidents resulting from its operations, in cooperation with industry organizations and authorized government agencies;

• conduct and support research to improve understanding of the impact of its business on the environment, to improve methods of environmental protection, and to enhance its capability to make operations and products compatible with the environment;

• communicate with the public on environmental matters and share its experience with others to facilitate improvements in industry performance;

• undertake appropriate reviews and evaluations of its operations to measure progress and to foster compliance with this policy.
SAFETY POLICY

It is Exxon Mobil Corporation’s policy to conduct its business in a manner that protects the safety of employees, others involved in its operations, customers, and the public. The Corporation will strive to prevent all accidents, injuries, and occupational illnesses through the active participation of every employee. The Corporation is committed to continuous efforts to identify and eliminate or manage safety risks associated with its activities.

Accordingly, the Corporation’s policy is to:

• design and maintain facilities, establish management systems, provide training and conduct operations in a manner that safeguards people and property;

• respond quickly, effectively, and with care to emergencies or accidents resulting from its operations, in cooperation with industry organizations and authorized government agencies;

• comply with all applicable laws and regulations, and apply responsible standards where laws and regulations do not exist;

• work with government agencies and others to develop responsible laws, regulations, and standards based on sound science and consideration of risk;

• conduct and support research to extend knowledge about the safety effects of its operations, and promptly apply significant findings and, as appropriate, share them with employees, contractors, government agencies, and others who might be affected;

• stress to all employees, contractors, and others working on its behalf their responsibility and accountability for safe performance on the job and encourage safe behavior off the job;

• undertake appropriate reviews and evaluations of its operations to measure progress and to foster compliance with this policy.
PRODUCT SAFETY POLICY

It is Exxon Mobil Corporation’s policy to:

- identify and manage risks associated with its products and not manufacture or sell products when it is not possible through proper design, procedures, and practices to provide an appropriate level of safety for people and the environment;

- specify precautions required in handling, transporting, using, and disposing of its products and take reasonable steps to communicate them to employees, customers, and others who might be affected;

- comply with all applicable laws and regulations and apply responsible standards where laws and regulations do not exist;

- work with government agencies and others, as appropriate, to develop responsible laws, regulations, and standards based on sound science and consideration of risk;

- include identification and control of potentially adverse health, safety, and environmental effects as priority considerations in the planning and development of products;

- conduct and support research to extend knowledge about the health, safety and environmental effects of its products, and promptly apply significant findings and, as appropriate, share them with its employees, contractors, customers, the scientific community, government agencies, and the public;

- undertake appropriate reviews and evaluations of its operations to measure progress and to foster compliance with this policy.
CUSTOMER RELATIONS AND PRODUCT QUALITY POLICY

Exxon Mobil Corporation recognizes customer satisfaction is of primary importance to its success. Mindful of its responsibility to the consumers it serves directly and the customers who resell its products, the Corporation strives to understand their requirements and concerns and to merit their business by responding effectively to their needs.

Specifically, the Corporation’s policy is to:

- provide high-quality products that meet or exceed equipment specifications and consumer needs under all reasonable circumstances;
- furnish services that reliably meet responsible standards of performance, efficiency, and courtesy;
- furnish accurate and sufficient information about its products and services, including details of guarantees and warranties, so that customers can make informed purchasing decisions;
- require truth in advertising and other communications.

In addition, where the Corporation’s products reach the ultimate consumer through independent parties, such as service station dealers and distributors, the Corporation’s policy is to actively encourage such parties to achieve standards comparable to those which have been established for the Corporation’s own performance.
ALCOHOL AND DRUG USE POLICY

Exxon Mobil Corporation is committed to a safe, healthy, and productive workplace for all employees. The Corporation recognizes that alcohol, drug, or other substance abuse by employees will impair their ability to perform properly and will have serious adverse effects on the safety, efficiency and productivity of other employees and the Corporation as a whole. The misuse of legitimate drugs, or the use, possession, distribution or sale of illicit or unprescribed controlled drugs on company business or premises, is strictly prohibited and is grounds for termination. Possession, use, distribution, or sale of alcoholic beverages on company premises is not allowed without prior approval of appropriate senior management. Being unfit for work because of use of drugs or alcohol is strictly prohibited and is grounds for termination of employment. While this policy refers specifically to alcohol and drugs, it is intended to apply to inhalants and all other forms of substance abuse.

The Corporation recognizes alcohol or drug dependency as a treatable condition. Employees who suspect they have an alcohol or drug dependency are encouraged to seek advice and to follow appropriate treatment promptly before it results in job performance problems. Employee Health Advisory Program or medical professional staff will advise and assist in securing treatment. Those employees who follow approved treatment will receive disability benefits in accordance with the provisions of established benefit plans and medical insurance coverage consistent with existing plans.

No employee with alcohol or drug dependency will be terminated due to the request for help in overcoming that dependency or because of involvement in a rehabilitation effort. However, an employee who has had or is found to have a substance abuse problem will not be permitted to work in designated positions identified by management as being critical to the safety and wellbeing of employees, the public, or the Corporation. Any employee returning from rehabilitation will be required to participate in a company-approved aftercare program. If an employee violates provisions of the employee Alcohol and Drug Use policy, appropriate disciplinary action will be taken. Such action cannot be avoided by a request at that time for treatment or rehabilitation. If an employee suffering from alcohol or drug dependency refuses rehabilitation or fails to respond to treatment or fails to meet satisfactory standards of effective work performance, appropriate disciplinary action, up to and including termination, will be taken. This policy does not require and should not result in any special regulations, privileges, or exemptions from normal job performance requirements.
**ALCOHOL AND DRUG USE POLICY (continued)**

The Corporation may conduct unannounced searches for drugs and alcohol on company-owned or controlled property. The Corporation may also require employees to submit to medical evaluation or alcohol and drug testing where cause exists to suspect alcohol or drug use, including workplace incidents.

Unannounced periodic or random testing will be conducted when an employee meets any one of the following conditions: has had a substance abuse problem, or is working in a designated position identified by management, a position where testing is required by law, or a specified executive position. A positive test result or refusal to submit to a drug or alcohol test is grounds for disciplinary action, including termination.

Contractor, common carrier, and vendor personnel are also covered by paragraph one and the search provisions of paragraph four of this policy. Those who violate the policy will be removed from company premises and may be denied future entry.

In addition to the above policy, it is a requirement of the Corporation that all applicants accepting offers of regular employment must pass a drug test.
EQUAL EMPLOYMENT OPPORTUNITY POLICY

It is the policy of ExxonMobil Corporation to provide equal employment opportunity in conformance with all applicable laws and regulations to individuals who are qualified to perform job requirements. The Corporation administers its personnel policies, programs, and practices in a nondiscriminatory manner in all aspects of the employment relationship, including recruitment, hiring, work assignment, promotion, transfer, termination, wage and salary administration, and selection for training.

Managers and supervisors are responsible for implementing and administering this policy, for maintaining a work environment free from unlawful discrimination, and for promptly identifying and resolving any problem area regarding equal employment opportunity.

In addition to providing equal employment opportunity, it is also the Corporation’s policy to undertake special efforts to:

- develop and support educational programs and recruiting sources and practices that facilitate employment of minorities and women;
- develop and offer work arrangements that help to meet the needs of the diverse work force in balancing work and family obligations;
- establish company training and developmental efforts, practices, and programs that support diversity in the work force and enhance the representation of minorities and women throughout the Corporation;
- foster a work environment free from sexual, racial, or other harassment;
- make reasonable accommodations that enable qualified disabled individuals to perform the essential functions of their jobs;
- emphasize management responsibility in these matters at every level of the organization.

Individuals who believe they have observed or been subjected to prohibited discrimination should immediately report the incident to their supervisors, higher management, or their designated Human Resources Department contacts.

Individuals will not be subjected to harassment, intimidation, discrimination, or retaliation for exercising any of the rights protected by this policy and the various EEO statutes.
EQUAL EMPLOYMENT OPPORTUNITY POLICY
(modified for application in the United States)

It is the policy of Exxon Mobil Corporation to provide equal employment opportunity in conformance with all applicable laws and regulations to individuals who are qualified to perform job requirements regardless of their race, color, sex, religion, national origin, citizenship status, age, genetic information, physical or mental disability, veteran, sexual orientation, gender identity or other legally protected status. The Corporation administers its personnel policies, programs, and practices in a nondiscriminatory manner in all aspects of the employment relationship, including recruitment, hiring, work assignment, promotion, transfer, termination, wage and salary administration, and selection for training.

Managers and supervisors are responsible for implementing and administering this policy, for maintaining a work environment free from unlawful discrimination, and for promptly identifying and resolving any problem area regarding equal employment opportunity.

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- foster a work environment free from sexual, racial, or other harassment;
- make reasonable accommodations that enable qualified disabled individuals to perform the essential functions of their jobs;
- emphasize management responsibility in these matters at every level of the organization.

Individuals who believe they have observed or been subjected to prohibited discrimination should immediately report the incident to their supervisors, higher management, or their designated Human Resources Department contacts.

Individuals will not be subjected to harassment, intimidation, threats, coercion, discrimination, or retaliation for opposing any unlawful act or practice, or making a complaint, assisting or participating in an investigation or any other proceeding, or otherwise exercising any of the rights protected by this policy or any federal, state, or local EEO laws.
Harassment in the Workplace Policy

It is the policy of ExxonMobil Corporation to prohibit any form of harassment in any company workplace. The objective of this policy is to provide a work environment that fosters mutual employee respect and working relationships free of harassment. The Corporation specifically prohibits any form of harassment by or toward employees, contractors, suppliers, or customers.

Under the Corporation’s policy, harassment is any inappropriate conduct which has the purpose or effect of:

- creating an intimidating, hostile, or offensive work environment;
- unreasonably interfering with an individual’s work performance; or
- affecting an individual’s employment opportunity.

Harassment will not be tolerated. Forms of harassment include, but are not limited to, unwelcome verbal or physical advances and sexually, racially, or otherwise derogatory or discriminatory materials, statements, or remarks. All employees, including supervisors and managers, will be subject to disciplinary action up to and including termination for any act of harassment.

Individuals who believe they have been subjected to harassment should immediately report the incident to their supervisors, higher management, or their designated Human Resources Department contacts. All complaints will be promptly and thoroughly investigated.

Employees or supervisors who observe or become aware of harassment should immediately advise their supervisors, higher management, or their designated Human Resources Department contacts. No employee should assume that the Corporation is aware of a problem. All complaints and concerns should be brought to management’s or the Human Resources Department’s attention so that appropriate corrective steps can be taken.

No retaliation will be taken against any employee because he or she reports a problem concerning possible acts of harassment. Employees can raise concerns and make reports without fear of reprisal. Questions about what constitutes harassing behavior should be directed to the employee’s supervisor or Human Resources Department contact.
HARASSMENT IN THE WORKPLACE POLICY
(modified for application in the United States)

It is the policy of Exxon Mobil Corporation to prohibit any form of harassment in any company workplace. The policy prohibits unlawful harassment based on race, color, sex, religion, national origin, citizenship status, age, genetic information, physical or mental disability, veteran, sexual orientation, gender identity or other protected status, as well as any other form of harassment, even if the harassing conduct is lawful. The objective of this policy is to provide a work environment that fosters mutual employee respect and working relationships free of harassment. The Corporation specifically prohibits any form of harassment by or toward employees, contractors, suppliers, or customers.

Under the Corporation’s policy, harassment is any inappropriate conduct, which has the purpose or effect of:

• creating an intimidating, hostile, or offensive work environment;

• unreasonably interfering with an individual’s work performance; or

• affecting an individual’s employment opportunity.

Harassment will not be tolerated. Forms of harassment include, but are not limited to, unwelcome verbal or physical advances and sexually, racially, or otherwise derogatory or discriminatory materials, statements, or remarks. All employees, including supervisors and managers, will be subject to disciplinary action up to and including termination for any act of harassment.

Individuals who believe they have been subjected to harassment should immediately report the incident to their supervisors, higher management, or their designated Human Resources Department contacts. All complaints will be promptly and thoroughly investigated.

Employees or supervisors who observe or become aware of harassment should immediately advise their supervisors, higher management, or their designated Human Resources Department contacts. No employee should assume that the Corporation is aware of a problem. All complaints and concerns should be brought to management’s or the Human Resources Department’s attention so that appropriate corrective steps can be taken.

No retaliation will be taken against any employee because he or she reports a problem concerning possible acts of harassment. Employees can raise concerns and make reports without fear of reprisal. Questions about what constitutes harassing behavior should be directed to the employee’s supervisor or Human Resources Department contact.
PROCEDURES & OPEN DOOR COMMUNICATION

Exxon Mobil Corporation encourages employees to ask questions, voice concerns, and make appropriate suggestions regarding the business practices of the Corporation. Employees are expected to report promptly to management suspected violations of law, the Corporation’s policies, and the Corporation’s internal controls, so that management can take appropriate corrective action. The Corporation promptly investigates reports of suspected violations of law, policies, and internal control procedures.

Management is ultimately responsible for the investigation of and appropriate response to reports of suspected violations of law, policies, and internal control procedures. Internal Audit has primary responsibility for investigating violations of the Corporation’s internal controls, with assistance from others, depending on the subject matter of the inquiry. The persons who investigate suspected violations are expected to exercise independent and objective judgment.

Normally, an employee should discuss such matters with the employee’s immediate supervisor. Each supervisor is expected to be available to subordinates for that purpose. If an employee is dissatisfied following review with the employee’s immediate supervisor, that employee is encouraged to request further reviews, in the presence of the supervisor or otherwise. Reviews should continue to the level of management appropriate to resolve the issue.

Depending on the subject matter of the question, concern, or suggestion, each employee has access to alternative channels of communication, for example, the Controller’s Department; Internal Audit; the Human Resources Department; the Law Department; the Safety, Health and Environment Department; the Security Department; and the Treasurer’s Department.

Suspected violations of law or the Corporation’s policies involving a director or executive officer, as well as any concern regarding questionable accounting or auditing matters, should be referred directly to the General Auditor of the Corporation. The Board Affairs Committee of the Board of Directors of the Corporation will initially review all issues involving directors or executive officers, and will then refer all such issues to the Board of Directors of the Corporation.

Employees may also address communications to individual non-employee directors or to the non-employee directors as a group by writing them at Exxon Mobil Corporation, 5959 Las Colinas Boulevard, Irving, Texas 75039, U.S.A., or such other addresses as the Corporation may designate and publish from time to time.
PROCEDURES & OPEN DOOR COMMUNICATION (continued)

Employees wishing to make complaints without identifying themselves may do so by telephoning 1-800-963-9966 or 1-972-444-1990, or by writing the Global Security Manager, Exxon Mobil Corporation, P. O. Box 142106, Irving, Texas 75014, U.S.A., or such other telephone numbers and addresses as the Corporation may designate and publish from time to time. All complaints to those telephone numbers and addresses concerning accounting, internal accounting controls, or auditing matters will be referred to the Audit Committee of the Board of Directors of the Corporation.

All persons responding to employees’ questions, concerns, complaints, and suggestions are expected to use appropriate discretion regarding anonymity and confidentiality, although the preservation of anonymity and confidentiality may or may not be practical, depending on the circumstances. For example, investigations of significant complaints typically necessitate revealing to others information about the complaint and complainant. Similarly, disclosure can result from government investigations and litigation.

No action may be taken or threatened against any employee for asking questions, voicing concerns, or making complaints or suggestions in conformity with the procedures described above, unless the employee acts with willful disregard of the truth.

Failure to behave honestly, and failure to comply with law, the Corporation’s policies, and the Corporation’s internal controls may result in disciplinary action, up to and including separation.

No one in the Corporation has the authority to make exceptions or grant waivers to the Corporation’s foundation policies. It is recognized that there will be questions about the application of the policies to specific activities and situations. In cases of doubt, directors, officers, and employees are expected to seek clarification and guidance. In those instances where the Corporation, after review, approves an activity or situation, the Corporation is not granting an exception or waiver but is determining that there is no policy violation. If the Corporation determines that there is or would be a policy violation, appropriate action is taken.

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December 12, 2019

Dear Mr. Hansen,

The Nathan Cummings Foundation is an endowed institution with approximately $450 million of investments. As an institutional investor, the Foundation believes that the way in which a company approaches environmental, social and governance issues has important implications for long-term shareholder value.

It is with these considerations in mind that we submit this resolution for inclusion in Exxon Mobil Corporation’s proxy statement under Rule 14a-8 of the general rules and regulations of the Securities Exchange Act of 1934. The Nathan Cummings Foundation is the primary sponsor of this proposal.

The Nathan Cummings Foundation is the beneficial owner of over $2,000 worth of shares of Exxon Mobil Corporation stock. Verification of this ownership, provided by our custodian, Amalgamated Bank, will be sent in a separate letter. We have continuously held over $2,000 worth of these shares of Exxon Mobil Corporation stock for more than one year and will continue to hold these shares through the shareholder meeting.

If you have any questions or concerns about the Foundation’s submission of this resolution, or if you would like to speak with us about Exxon’s approach to the issues raised in the proposal, please contact Rachel Fagiano at (212) 787-7300. Thank you for your time.

Sincerely,

Laura Campos

Director, Corporate & Political Accountability
ExxonMobil’s Statement on Labor in the Workplace and its Supplier Vendor and Contractor Expectations documents prohibit forced or compulsory labor and compensation counter to labor laws, but are silent on the issues of legally permissible prison labor and the use of unpaid diversion program labor.

Financial and operational risks related to the use of prison and unpaid diversion program labor in a company’s operations and supply chain can adversely affect shareholder value. For instance, the use of prison labor in supply chains can damage a company’s reputation. In 2015, Whole Foods experienced significant backlash when customers learned that prisoner-made products were sold in stores. The use of prison labor can also lead to significant supply chain disruption. In 2018, various media outlets including *Time Magazine* and the *Guardian* noted that tens of thousands of prisoners orchestrated multi-week work stoppages to protest significant labor and human rights violations. As was reported in the *New York Times*, these protests are increasing in size and scope and future work interruptions are possible as states continue to debate ways to address prison labor. Colorado, for instance, recently passed Amendment A, which prohibits prison labor without pay.

Diversion program labor does not fall under the 13th amendment exemption. Participants in these programs have not been convicted of any crime. According to recent reports by the Center for Investigative Reporting (https://bit.ly/2LOArAa), diversion programs have supplied unpaid and involuntary labor to corporations, including ExxonMobil. This runs counter to the principles outlined in the Company’s Statement on Labor and the Workplace and its Supplier Vendor and Contractor Expectations. Several legal complaints, including class action lawsuits, have been filed against corporations that utilize this labor. They allege violations of federal labor laws, which require employers to pay employees at least minimum wage, and human trafficking laws. Several state probes into the contracting companies supplying this labor have also been launched. This could lead to broader sanctions.

Although ExxonMobil’s Statement on Labor in the Workplace and its Supplier Vendor and Contractor Expectations prohibit forced or compulsory labor and compensation counter to labor laws, we believe they lack sufficient attention to the use of prison and diversion program labor. Careful review of our supply chain for prison and unpaid diversion program labor could help ensure that ExxonMobil does not suffer reputational damage, or face supply chain disruptions.

RESOLVED: Shareholders of ExxonMobil urge the Board of Directors to adopt a policy committing the Company to take steps to address the use of prison and unpaid diversion program labor in its operations and supply chain. In doing so, ExxonMobil might consider surveying suppliers in order to identify sources of unpaid diversion program labor in its supply chain, reporting to shareholders on these findings and developing additional criteria or guidelines for suppliers and operators regarding the use of prison and diversion program labor.
To Whom It May Concern:

Please see the attached shareholder resolution and filing letter.

Best,

Rachel Fagiano

Rachel Fagiano (she/her)
Program Associate, Racial and Economic Justice
The Nathan Cummings Foundation
t: 212-787-7300 x1283
e: rachel.fagiano@nathancummings.org
w: http://nathancummings.org/
a: 475 Tenth Ave., 14th Floor, New York, NY 10018
December 12, 2019

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

Dear Mr. Hansen,

This letter will verify that as of December 12, 2019, the Nathan Cummings Foundation held 3,982 shares of Exxon Mobil Corporation common stock. It has continuously held more than $2,000 worth of these shares for at least one year and intends to continue to hold at least $2,000 worth of these shares at the time of your next annual meeting.

The Amalgamated Bank serves as custodian and record holder for the Nathan Cummings Foundation. The above-mentioned shares are registered in a nominee name of the Amalgamated Bank. The shares are held by the Bank through DTC Account #2352.

Sincerely,

[Signature]
Neil Hanson, Secretary
Exxon Mobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039-2298
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, Texas 75039-2208

VIA UPS – OVERNIGHT DELIVERY

December 17, 2019

Ms. Laura Campos
Director
Corporate and Political Accountability
The Nathan Cummings Foundation
475 Tenth Avenue, 14th Floor
New York, NY 10018

Dear Ms. Campos:

This will acknowledge receipt of the proposal concerning a Policy on Prison Labor (the "Proposal"), which you have submitted on behalf of The Nathan Cummings Foundation (the "Proponent") in connection with ExxonMobil's 2020 annual meeting of shareholders. By copy of a letter from Amalgamated Bank, share ownership has been verified.

You should note that, if the Proposal is not withdrawn or excluded, the Proponent 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.
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,

[Signature]

NAH/sme
Division of Corporation Finance  
Securities and Exchange Commission  

Shareholder Proposals  

Staff Legal Bulletin No. 14F (CF)  

Action: Publication of CF Staff Legal Bulletin  

Date: October 18, 2011  

Summary: This staff legal bulletin provides information for companies and shareholders regarding Rule 14a-8 under the Securities Exchange Act of 1934.  

Supplementary Information: The statements in this bulletin represent the views of the Division of Corporation Finance (the "Division"). This bulletin is not a rule, regulation or statement of the Securities and Exchange Commission (the "Commission"). Further, the Commission has neither approved nor disapproved its content.  

Contacts: For further information, please contact the Division's Office of Chief Counsel by calling (202) 551-3500 or by submitting a web-based request form at https://www.sec.gov/forms/corp_fin_interpretive.  

A. The purpose of this bulletin  

This bulletin is part of a continuing effort by the Division to provide guidance on important issues arising under Exchange Act Rule 14a-8. Specifically, this bulletin contains information regarding:  

- Brokers and banks that constitute "record'' holders under Rule 14a-8(b)(2)(i) for purposes of verifying whether a beneficial owner is eligible to submit a proposal under Rule 14a-8;  

- Common errors shareholders can avoid when submitting proof of ownership to companies;  

- The submission of revised proposals;  

- Procedures for withdrawing no-action requests regarding proposals submitted by multiple proponents; and  

- The Division's new process for transmitting Rule 14a-8 no-action responses by email.  

You can find additional guidance regarding Rule 14a-8 in the following bulletins that are available on the Commission's website: SLB No. 14, SLB No. 14A, SLB No. 14B, SLB No. 14C, SLB No. 14D and SLB No. 14E.  

B. The types of brokers and banks that constitute "record'' holders under Rule 14a-8(b)(2)(i) for purposes of verifying whether a beneficial owner is eligible to submit a proposal under Rule 14a-8  

1. Eligibility to submit a proposal under Rule 14a-8
To be eligible to submit a shareholder proposal, a shareholder must have continuously held at least $2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the shareholder meeting for at least one year as of the date the shareholder submits the proposal. The shareholder must also continue to hold the required amount of securities through the date of the meeting and must provide the company with a written statement of intent to do so.1

The steps that a shareholder must take to verify his or her eligibility to submit a proposal depend on how the shareholder owns the securities. There are two types of security holders in the U.S.: registered owners and beneficial owners.2 Registered owners have a direct relationship with the issuer because their ownership of shares is listed on the records maintained by the issuer or its transfer agent. If a shareholder is a registered owner, the company can independently confirm that the shareholder's holdings satisfy Rule 14a-8(b)'s eligibility requirement.

The vast majority of investors in shares issued by U.S. companies, however, are beneficial owners, which means that they hold their securities in book-entry form through a securities intermediary, such as a broker or a bank. Beneficial owners are sometimes referred to as "street name" holders. Rule 14a-8(b)(2)(i) provides that a beneficial owner can provide proof of ownership to support his or her eligibility to submit a proposal by submitting a written statement "from the 'record' holder of [the] securities (usually a broker or bank)," verifying that, at the time the proposal was submitted, the shareholder held the required amount of securities continuously for at least one year.3

2. The role of the Depository Trust Company

Most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency acting as a securities depository. Such brokers and banks are often referred to as "participants" in DTC.4 The names of these DTC participants, however, do not appear as the registered owners of the securities deposited with DTC on the list of shareholders maintained by the company or, more typically, by its transfer agent. Rather, DTC's nominee, Cede & Co., appears on the shareholder list as the sole registered owner of securities deposited with DTC by the DTC participants. A company can request from DTC a "securities position listing" as of a specified date, which identifies the DTC participants having a position in the company's securities and the number of securities held by each DTC participant on that date.5

3. Brokers and banks that constitute "record" holders under Rule 14a-8(b)(2)(i) for purposes of verifying whether a beneficial owner is eligible to submit a proposal under Rule 14a-8

In The Hain Celestial Group, Inc. (Oct. 1, 2008), we took the position that an introducing broker could be considered a "record" holder for purposes of Rule 14a-8(b)(2)(i). An introducing broker is a broker that engages in sales and other activities involving customer contact, such as opening customer accounts and accepting customer orders, but is not permitted to maintain custody of customer funds and securities.6 Instead, an introducing broker engages another broker, known as a "clearing broker," to hold custody of client funds and securities, to clear and execute customer trades, and to handle other functions such as issuing confirmations of customer trades and customer account statements. Clearing brokers generally are DTC participants; introducing brokers generally are not. As introducing brokers generally are not DTC participants, and therefore typically do not appear on DTC's securities position listing, Hain Celestial has required companies to
accept proof of ownership letters from brokers in cases where, unlike the positions of registered owners and brokers and banks that are DTC participants, the company is unable to verify the positions against its own or its transfer agent's records or against DTC's securities position listing.

In light of questions we have received following two recent court cases relating to proof of ownership under Rule 14a-8 and in light of the Commission's discussion of registered and beneficial owners in the Proxy Mechanics Concept Release, we have reconsidered our views as to what types of brokers and banks should be considered "record" holders under Rule 14a-8(b)(2)(i). Because of the transparency of DTC participants' positions in a company's securities, we will take the view going forward that, for Rule 14a-8(b)(2)(i) purposes, only DTC participants should be viewed as "record" holders of securities that are deposited at DTC. As a result, we will no longer follow Hain Celestial.

We believe that taking this approach as to who constitutes a "record" holder for purposes of Rule 14a-8(b)(2)(i) will provide greater certainty to beneficial owners and companies. We also note that this approach is consistent with Exchange Act Rule 12g5-1 and a 1988 staff no-action letter addressing that rule, under which brokers and banks that are DTC participants are considered to be the record holders of securities on deposit with DTC when calculating the number of record holders for purposes of Sections 12(g) and 15(d) of the Exchange Act.

Companies have occasionally expressed the view that, because DTC's nominee, Cede & Co., appears on the shareholder list as the sole registered owner of securities deposited with DTC by the DTC participants, only DTC or Cede & Co. should be viewed as the "record" holder of the securities held on deposit at DTC for purposes of Rule 14a-8(b)(2)(i). We have never interpreted the rule to require a shareholder to obtain a proof of ownership letter from DTC or Cede & Co., and nothing in this guidance should be construed as changing that view.

How can a shareholder determine whether his or her broker or bank is a DTC participant?

Shareholders and companies can confirm whether a particular broker or bank is a DTC participant by checking DTC's participant list, which is currently available on the Internet at http://www.dtcc.com/~/media/Files/Downloads/client-center/DTC/alpha.ashx.

What if a shareholder's broker or bank is not on DTC's participant list?

The shareholder will need to obtain proof of ownership from the DTC participant through which the securities are held. The shareholder should be able to find out who this DTC participant is by asking the shareholder's broker or bank.

If the DTC participant knows the shareholder's broker or bank's holdings, but does not know the shareholder's holdings, a shareholder could satisfy Rule 14a-8(b)(2)(i) by obtaining and submitting two proof of ownership statements verifying that, at the time the proposal was submitted, the required amount of securities were continuously held for at least one year - one from the shareholder's broker or bank confirming the shareholder's ownership, and the other from the DTC participant confirming the broker or bank's ownership.

How will the staff process no-action requests that argue for exclusion on the basis that the shareholder's proof of ownership is not from a DTC

https://www.sec.gov/lnterps/legal/cfslb14f.htm
C. Common errors shareholders can avoid when submitting proof of ownership to companies

In this section, we describe two common errors shareholders make when submitting proof of ownership for purposes of Rule 14a-8(b)(2), and we provide guidance on how to avoid these errors.

First, Rule 14a-8(b) requires a shareholder to provide proof of ownership that he or she has "continuously held at least $2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal" (emphasis added). 10 We note that many proof of ownership letters do not satisfy this requirement because they do not verify the shareholder's beneficial ownership for the entire one-year period preceding and including the date the proposal is submitted. In some cases, the letter speaks as of a date before the date the proposal is submitted, thereby leaving a gap between the date of the verification and the date the proposal is submitted. In other cases, the letter speaks as of a date after the date the proposal was submitted but covers a period of only one year, thus failing to verify the shareholder's beneficial ownership over the required full one-year period preceding the date of the proposal's submission.

Second, many letters fail to confirm continuous ownership of the securities. This can occur when a broker or bank submits a letter that confirms the shareholder's beneficial ownership only as of a specified date but omits any reference to continuous ownership for a one-year period.

We recognize that the requirements of Rule 14a-8(b) are highly prescriptive and can cause inconvenience for shareholders when submitting proposals. Although our administration of Rule 14a-8(b) is constrained by the terms of the rule, we believe that shareholders can avoid the two errors highlighted above by arranging to have their broker or bank provide the required verification of ownership as of the date they plan to submit the proposal using the following format:

"As of [date the proposal is submitted], [name of shareholder] held, and has held continuously for at least one year, [number of securities] shares of [company name] [class of securities]." 11

As discussed above, a shareholder may also need to provide a separate written statement from the DTC participant through which the shareholder’s securities are held if the shareholder’s broker or bank is not a DTC participant.

D. The submission of revised proposals

On occasion, a shareholder will revise a proposal after submitting it to a company. This section addresses questions we have received regarding revisions to a proposal or supporting statement.
1. A shareholder submits a timely proposal. The shareholder then submits a revised proposal before the company’s deadline for receiving proposals. Must the company accept the revisions?

Yes. In this situation, we believe the revised proposal serves as a replacement of the initial proposal. By submitting a revised proposal, the shareholder has effectively withdrawn the initial proposal. Therefore, the shareholder is not in violation of the one-proposal limitation in Rule 14a-8(c). If the company intends to submit a no-action request, it must do so with respect to the revised proposal.

We recognize that in Question and Answer E.2 of SLB No. 14, we indicated that if a shareholder makes revisions to a proposal before the company submits its no-action request, the company can choose whether to accept the revisions. However, this guidance has led some companies to believe that, in cases where shareholders attempt to make changes to an initial proposal, the company is free to ignore such revisions even if the revised proposal is submitted before the company’s deadline for receiving shareholder proposals. We are revising our guidance on this issue to make clear that a company may not ignore a revised proposal in this situation.

2. A shareholder submits a timely proposal. After the deadline for receiving proposals, the shareholder submits a revised proposal. Must the company accept the revisions?

No. If a shareholder submits revisions to a proposal after the deadline for receiving proposals under Rule 14a-8(e), the company is not required to accept the revisions. However, if the company does not accept the revisions, it must treat the revised proposal as a second proposal and submit a notice stating its intention to exclude the revised proposal, as required by Rule 14a-8(j). The company’s notice may cite Rule 14a-8(e) as the reason for excluding the revised proposal. If the company does not accept the revisions and intends to exclude the initial proposal, it would also need to submit its reasons for excluding the initial proposal.

3. If a shareholder submits a revised proposal, as of which date must the shareholder prove his or her share ownership?

A shareholder must prove ownership as of the date the original proposal is submitted. When the Commission has discussed revisions to proposals, it has not suggested that a revision triggers a requirement to provide proof of ownership a second time. As outlined in Rule 14a-8(b), proving ownership includes providing a written statement that the shareholder intends to continue to hold the securities through the date of the shareholder meeting. Rule 14a-8(f)(2) provides that if the shareholder “fails in [his or her] promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of [the same shareholder’s] proposals from its proxy materials for any meeting held in the following two calendar years.” With these provisions in mind, we do not interpret Rule 14a-8 as requiring additional proof of ownership when a shareholder submits a revised proposal.

E. Procedures for withdrawing no-action requests for proposals submitted by multiple proponents

We have previously addressed the requirements for withdrawing a Rule 14a-8 no-action request in SLB Nos. 14 and 14C. SLB No. 14 notes that a company should include with a withdrawal letter documentation demonstrating that a shareholder has withdrawn the proposal. In cases where a proposal submitted by multiple shareholders is withdrawn, SLB No. 14C states that, if each shareholder has designated a lead individual to act
on its behalf and the company is able to demonstrate that the individual is authorized to act on behalf of all of the proponents, the company need only provide a letter from that lead individual indicating that the lead individual is withdrawing the proposal on behalf of all of the proponents.

Because there is no relief granted by the staff in cases where a no-action request is withdrawn following the withdrawal of the related proposal, we recognize that the threshold for withdrawing a no-action request need not be overly burdensome. Going forward, we will process a withdrawal request if the company provides a letter from the lead filer that includes a representation that the lead filer is authorized to withdraw the proposal on behalf of each proponent identified in the company's no-action request.\textsuperscript{16}

F. Use of email to transmit our Rule 14a-8 no-action responses to companies and proponents

To date, the Division has transmitted copies of our Rule 14a-8 no-action responses, including copies of the correspondence we have received in connection with such requests, by U.S. mail to companies and proponents. We also post our response and the related correspondence to the Commission's website shortly after issuance of our response.

In order to accelerate delivery of staff responses to companies and proponents, and to reduce our copying and postage costs, going forward, we intend to transmit our Rule 14a-8 no-action responses by email to companies and proponents. We therefore encourage both companies and proponents to include email contact information in any correspondence to each other and to us. We will use U.S. mail to transmit our no-action response to any company or proponent for which we do not have email contact information.

Given the availability of our responses and the related correspondence on the Commission’s website and the requirement under Rule 14a-8 for companies and proponents to copy each other on correspondence submitted to the Commission, we believe it is unnecessary to transmit copies of the related correspondence along with our no-action response. Therefore, we intend to transmit only our staff response and not the correspondence we receive from the parties. We will continue to post to the Commission’s website copies of this correspondence at the same time that we post our staff no-action response.

\textsuperscript{1} See Rule 14a-8(b).

\textsuperscript{2} For an explanation of the types of share ownership in the U.S., see Concept Release on U.S. Proxy System, Release No. 34-62495 (July 14, 2010) [75 FR 42982] ("Proxy Mechanics Concept Release"), at Section II.A. The term "beneficial owner" does not have a uniform meaning under the federal securities laws. It has a different meaning in this bulletin as compared to "beneficial owner" and "beneficial ownership" in Sections 13 and 16 of the Exchange Act. Our use of the term in this bulletin is not intended to suggest that registered owners are not beneficial owners for purposes of those Exchange Act provisions. See Proposed Amendments to Rule 14a-8 under the Securities Exchange Act of 1934 Relating to Proposals by Security Holders, Release No. 34-12598 (July 7, 1976) [41 FR 29982], at n.2 ("The term 'beneficial owner' when used in the context of the proxy rules, and in light of the purposes of those rules, may be interpreted to have a broader meaning than it would for certain other purpose[s] under the federal securities laws, such as reporting pursuant to the Williams Act.").
If a shareholder has filed a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5 reflecting ownership of the required amount of shares, the shareholder may instead prove ownership by submitting a copy of such filings and providing the additional information that is described in Rule 14a-8(b)(2)(ii).

DTC holds the deposited securities in "fungible bulk," meaning that there are no specifically identifiable shares directly owned by the DTC participants. Rather, each DTC participant holds a pro rata interest or position in the aggregate number of shares of a particular issuer held at DTC. Correspondingly, each customer of a DTC participant—such as an individual investor—owns a pro rata interest in the shares in which the DTC participant has a pro rata interest. See Proxy Mechanics Concept Release, at Section II.B.2.a.


See Net Capital Rule, Release No. 34-31511 (Nov. 24, 1992) [57 FR 56973] ("Net Capital Rule Release"), at Section II.C.

See KBR Inc. v. Chevedden, Civil Action No. H-11-0196, 2011 U.S. Dist. LEXIS 36431, 2011 WL 1463611 (S.D. Tex. Apr. 4, 2011); Apache Corp. v. Chevedden, 696 F. Supp. 2d 723 (S.D. Tex. 2010). In both cases, the court concluded that a securities intermediary was not a holder for purposes of Rule 14a-8(b) because it did not appear on a list of the company's non-objecting beneficial owners or on any DTC securities position listing, nor was the intermediary a DTC participant.

In addition, if the shareholder's broker is an introducing broker, the shareholder's account statements should include the clearing broker's identity and telephone number. See Net Capital Rule Release, at Section II.C.(iii). The clearing broker will generally be a DTC participant.

For purposes of Rule 14a-8(b), the submission date of a proposal will generally precede the company's receipt date of the proposal, absent the use of electronic or other means of same-day delivery.

This format is acceptable for purposes of Rule 14a-8(b), but it is not mandatory or exclusive.

As such, it is not appropriate for a company to send a notice of defect for multiple proposals under Rule 14a-8(c) upon receiving a revised proposal.

This position will apply to all proposals submitted after an initial proposal but before the company's deadline for receiving proposals, regardless of whether they are explicitly labeled as "revisions" to an initial proposal, unless the shareholder affirmatively indicates an intent to submit a second, additional proposal for inclusion in the company's proxy materials. In that case, the company must send the shareholder a notice of defect pursuant to Rule 14a-8(f)(1) if it intends to exclude either proposal from its proxy materials in reliance on Rule 14a-8(c). In light of this guidance, with respect to proposals or revisions received before a company's deadline for submission, we will no longer follow Layne Christensen Co. (Mar. 21, 2011) and other prior staff no-action letters in which we took the view that a proposal would violate the Rule 14a-8(c) one-proposal limitation if such proposal is submitted to a company after the company has already submitted a Rule 14a-8 no-action request to exclude an earlier proposal submitted by
the same proponent or notified the proponent that the earlier proposal was excludable under the rule.


15 Because the relevant date for proving ownership under Rule 14a-8(b) is the date the proposal is submitted, a proponent who does not adequately prove ownership in connection with a proposal is not permitted to submit another proposal for the same meeting on a later date.

16 Nothing in this staff position has any effect on the status of any shareholder proposal that is not withdrawn by the proponent or its authorized representative.

§240.14a-8 Shareholder proposals.

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

(a) Question 1: What is a proposal? A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

(b) Question 2: Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible? (1) In order to be eligible to submit a proposal, you must have continuously held at least $2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting.

(2) If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. However, if like many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

(i) The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or

(ii) The second way to prove ownership applies only if you have filed a Schedule 13D (§240.13d–101), Schedule 13G (§240.13d–102), Form 3 (§249.103 of this chapter), Form 4 (§249.104 of this chapter) and/or Form 5 (§249.105 of this chapter), or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the one-year eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the...
company:

(A) A copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level;

(B) Your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement; and

(C) Your written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.

(c) Question 3: How many proposals may I submit? Each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting.

(d) Question 4: How long can my proposal be? The proposal, including any accompanying supporting statement, may not exceed 500 words.

(e) Question 5: What is the deadline for submitting a proposal? (1) If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q ($249.308a of this chapter), or in shareholder reports of investment companies under §270.30d-1 of this chapter of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

(2) The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and send its proxy materials.

(3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and send its proxy materials.

(f) Question 6: What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this section? (1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later
have to make a submission under §240.14a-8 and provide you with a copy under Question 10 below, §240.14a-8(j).

(2) If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.

(g) Question 7: Who has the burden of persuading the Commission or its staff that my proposal can be excluded? Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.

(h) Question 8: Must I appear personally at the shareholders' meeting to present the proposal? (1) Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

(2) If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.

(3) If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.

(i) Question 9: If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal? (1) Improper under state law: If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;

Note to paragraph(i)(1): Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

(2) Violation of law: If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;

Note to paragraph(i)(2): We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law would result in a violation of any state or federal law.

(3) Violation of proxy rules: If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including §240.14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;
(4) **Personal grievance; special interest:** If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;

(5) **Relevance:** If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earnings and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business;

(6) **Absence of power/authority:** If the company would lack the power or authority to implement the proposal;

(7) **Management functions:** If the proposal deals with a matter relating to the company's ordinary business operations;

(8) **Relates to election:** If the proposal relates to a nomination or an election for membership on the company's board of directors or analogous governing body or a procedure for such nomination or election;

(9) **Conflicts with company's proposal:** If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting;

Note to paragraph (i)(9): A company's submission to the Commission under this section should specify the points of conflict with the company’s proposal.

(10) **Substantially implemented:** If the company has already substantially implemented the proposal;

(11) **Duplication:** If the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting;

(12) **Resubmissions:** If the proposal deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the company's proxy materials within the preceding 5 calendar years, a company may exclude it from its proxy materials for any meeting held within 3 calendar years of the last time it was included if the proposal received:

(i) Less than 3% of the vote if proposed once within the preceding 5 calendar years;

(ii) Less than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years; or

(iii) Less than 10% of the vote on its last submission to shareholders if proposed three times or more previously within the preceding 5 calendar years; and

(13) **Specific amount of dividends:** If the proposal relates to specific amounts of cash or stock dividends.
(j) **Question 10:** What procedures must the company follow if it intends to exclude my proposal? (1) If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.

(2) The company must file six paper copies of the following:

(i) The proposal;

(ii) An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and

(iii) A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

(k) **Question 11:** May I submit my own statement to the Commission responding to the company's arguments?

Yes, you may submit a response, but it is not required. You should try to submit any response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

(l) **Question 12:** If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?

(1) The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

(2) The company is not responsible for the contents of your proposal or supporting statement.

(m) **Question 13:** What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal, and I disagree with some of its statements?

(1) The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.

(2) However, if you believe that the company's opposition to your proposal contains
materially false or misleading statements that may violate our anti-fraud rule, §240.14a–9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.

(3) We require the company to send you a copy of its statements opposing your proposal before it sends its proxy materials, so that you may bring to our attention any materially false or misleading statements, under the following timeframes:

(i) If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or

(ii) In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before its files definitive copies of its proxy statement and form of proxy under §240.14a–6.

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<td><strong>Marie Clouthier</strong> for Sherry M. Englande</td>
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<table>
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<tr>
<th>ADDED TO</th>
<th>DATE</th>
<th>WEIGHT</th>
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<tbody>
<tr>
<td><strong>MS. LAURA CAMPOS</strong></td>
<td>DEC 17, 2019</td>
<td>0.1 LBS</td>
</tr>
<tr>
<td><strong>DIRECTOR</strong></td>
<td></td>
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<tr>
<td><strong>CORPORATE AND POLITICAL ACCOUNTABILITY</strong></td>
<td></td>
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<tr>
<td><strong>THE NATHAN CUMMINGS FOUNDATION</strong></td>
<td></td>
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<tr>
<td><strong>475 TENTH AVENUE, 14TH FLOOR</strong></td>
<td></td>
<td></td>
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<tr>
<td><strong>NEW YORK, NY 10018</strong></td>
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<tr>
<th>CONTENTS</th>
<th>CONTACT</th>
<th>ID Number: ITX14:43:51</th>
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<tr>
<td>Receipt Letter</td>
<td><strong>MS. LAURA CAMPOS</strong></td>
<td></td>
</tr>
</tbody>
</table>

**LETTER/PACKAGE NO.** |

**MAIL RECEIPT** 130 2019
Dear Customer,

This notice serves as proof of delivery for the shipment listed below.

**Tracking Number**
1Z75105X0150655992

**Weight**
0.10 LBS

**Service**
UPS Next Day Air®

**Shipped / Billed On**
12/17/2019

**Delivered On**
12/18/2019 12:14 P.M.

**Delivered To**
NEW YORK, NY, US

**Received By**
TENIL

**Left At**
Receiver

Thank you for giving us this opportunity to serve you. Details are only available for shipments delivered within the last 120 days. Please print for your records if you require this information after 120 days.

Sincerely,

UPS

Tracking results provided by UPS: 12/20/2019 5:06 P.M. EST
Dear Ms. Fagiano,

We hope that this email finds you well. Neil Hansen would like to schedule an hour to discuss your policy on prison labor proposal for inclusion in the 2020 Proxy Statement.

Below you will find suggested date/time (Central Time) slots. We plan for the call to be no longer than an hour. We believe proponent engagement is important and value your perspective on this proposal, so we appreciate your willingness to meet by phone. Please respond to Marie Clouthier at [email protected] or [email protected] with your preferred timing as soon as convenient.

We look forward to talking with you soon.

Sincerely,

Marie Clouthier
Exxon Mobil Corporation
Investor Relations / Office of the Secretary
Hi Marie,

Thank you for reaching out – we look forward to our conversation together! Both Laura Campos, our Director of Corporate and Political Accountability, and I are available for the February 4th timeslot.

Best,
Rachel
We look forward to talking with you soon.

Sincerely,
Marie Clouthier
Exxon Mobil Corporation
Investor Relations / Office of the Secretary