



BNP PARIBAS ASSET MANAGEMENT

February 23, 2021

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

Via email: shareholderproposals@sec.gov

Re: **Shareholder Proposal to Exxon Mobil Corporation seeking a Climate Lobbying Report**

Ladies and Gentlemen:

We are writing in response to a letter from counsel for Exxon Mobil Corporation (“Exxon” or “the Company”) dated February 15, 2021 (“Supplemental Letter”), responding to our letter of February 9, 2021 responding to the Company’s no-action request, dated January 5, 2021 (“No-action request”). The Company is asking the Office of the Chief Counsel of the Division of Corporation Finance to confirm that it will not recommend enforcement action if the Company omits a shareholder proposal (the “Proposal”) submitted pursuant to the Commission’s Rule 14a-8 by BNP Paribas Asset Management (“BNPP AM”).

The Company argues that it is entitled to omit the Proposal in reliance on Rule 14a-8(i)(10). The Company has offered nothing new in its Supplemental Letter. We continue to believe that the Company has not met its burden of proof under Rule 14a-8(g) and, accordingly, we respectfully request that the Division not grant the relief sought by the Company.

As we argued in our letter of February 9th, the Company has re-interpreted the Proposal’s essential purpose by ignoring the Resolved clause’s core phrase: “well below 2 degrees.” In its Supplemental letter, the Company has offered its third restatement of the Proposal’s essential purpose, this time including the key “well below 2 degrees” phrase, but arguing that the phrase is “synonymous” with “the Paris Agreement.” We respond to this argument below.

We agree with the Company that it is not up to Staff to “determine a sole definition of what it means to align with a goal of limiting global warming to well below 2 degrees Celsius, or a single way for the Report to address the risks presented by any misaligned lobbying and the Company’s plans to mitigate such risks.” (*Supplemental letter at 1*). Rather, it is Staff’s task to determine whether the Company has carried its burden of proof to exclude the Proposal, based on its assertions that its Report compares favorably to the essential purpose and guidelines of the Proposal. Contrary to the Company’s assertion, we are not offering a “narrow” reading of Rule 14a-8(i)(10). As discussed in our letter of February 9th, the Company would prefer to reframe the Resolved clause, rather than implement the Proposal as written. Although Staff has permitted companies to do this in the recent past, we disagree with that approach and respectfully request that Staff return to its earlier practice of measuring company



responses against the terms of the proposal. But, as discussed in our letter of February 9th and below, a change in Staff approach is not required here, as the Company's Report¹ does not substantially implement any formulation of the Proposal's "essential purpose" that Exxon Mobil has offered.

The Company claims that we are being overly prescriptive, proceeding "from the assumption that there is only one way" for the Company to implement the Proposal. Nothing could be farther from the truth. In fact, our letter cites reports published by six different oil and gas companies to demonstrate what can be done, not to prescribe any particular approach. Each of these reports differs from the others in a variety of respects. There is no "one way" to do this.

If the Company had produced a report disclosing the results of a board-led evaluation of how its lobbying aligns with the "well below 2 degrees" goal and how it addresses the risks of misalignment, we'd have no argument under Rule 14a-8(i)(10), even if we disagreed with the Company's approach. Similarly, we'd have no argument if that report disclosed that the Company's efforts do not align with the "well below 2 degrees" goal. But the Company has not produced either of these reports. Rather, it has produced a report that says nothing at all about the Paris Agreement's "well below 2 degrees" goal, and nothing at all about how it addresses the risks of misalignment with that goal.

The Company argues that it is "an inappropriate use of the shareholder proposal process" to cite company reports that were not produced in response to the Proposal (*Supplemental letter at 2, fn. 1*). Chevron's report, cited in our letter, was produced in response to a majority vote on this proposal. The European reports were produced after investor engagement that was consistent with the Proposal's objective. It is no abuse of process to point out how other companies have responded to the same or similar requests from investors, nor is it an abuse of process to highlight that several of these companies have uncovered risks that Exxon Mobil might also uncover, if it were to pursue the evaluation our Proposal seeks.

The Company's Report makes no reference to the Paris Agreement's "well below 2 degrees" goal, which, as we discussed at great length in our letter of February 9th, is the core of the Proposal. The Company now argues that "it is not necessary for the Company's Report to specifically refer to the well below 2 degrees goal, because that is synonymous with references to the Paris Agreement generally." (*Supplemental Letter at 2*). The Company cites the United Nations in support of this notion, but instead reinforces our point: the temperature goal is "one of the key elements" of the Paris Agreement. Our Proposal pulls out that one key element for special attention and analysis.

As argued in our letter of February 9th, a company's "support" for or "alignment" with the Paris Agreement can mean many things. It is possible that when Exxon says it supports the Paris Agreement, it is referring to other elements of the Agreement, or even simply supporting the notion of international cooperation to address the climate crisis. After all, as a corporation, Exxon Mobil isn't a party to the Agreement and may support the process without agreeing to each and every element of it. Exxon may disagree with the 1.5 degrees target, or even the phrase "well below 2 degrees." There's no way to know, because the Company's report makes no reference to it. The Report refers to the "goals" of the Agreement, but no further detail is provided.

¹ <https://corporate.exxonmobil.com/About-us/Policy/Political-contributions-and-lobbying>



More importantly, it is apparent that the Company does not believe these phrases are synonymous or that general references to the Paris Agreement also capture the Agreement's key temperature goal. In fact, ExxonMobil has used "Paris Aligned" to mean something other than "well below 2 degrees" and has expressed "support" for the Paris Agreement without pledging to meet its goals.

For example:

- In its no-action request, the Company used the phrase "aligned with the Paris Agreement's goals" to mean aligned with the NDCs, which implies a **greater than three degree increase** in average global temperatures over preindustrial levels. As discussed in our letter of February 9th, the Company argued in its no-action request that it lobbies in line with its business strategy and investments, which are aligned with the NDCs. The no-action letter states that this is "aligned with the Paris Climate Agreement's goals." As the NDCs are not aligned with the Paris Agreement's "well below 2 degrees" goal, it is clear that the Company uses "Paris alignment" to mean something other than "well below 2 degrees." (See discussion in our letter of February 9th, at 9-11).
- The Company's most recent statement of support for the Paris Agreement linked to an equivocal statement about whether it supports a "net-zero by 2050" target, which would align with the Paris Agreement's well below 2 degrees goal.² Similarly, as discussed in our letter of February 9th, the Company's most recent Energy & Carbon Summary Report included an FAQ on net-zero that referenced net-zero by 2070 and net-zero by 2050, without expressing a preference.

The Company supports the Paris Agreement, but has not explicitly supported the Agreement's "well below 2 degrees" goal. Even in a report produced to implement this Proposal, the Company declined to use the term. Evidently, it objects to stating that it supports this temperature target, and that it lobbies for it. Conversely, it will also not state that it opposes this target and lobbies against it. The Company prefers to offer a confusing middle ground. This is the Company's prerogative, but it fails to respond to the Proposal's request to explain "if and how" its lobbying aligns with this temperature goal. The Proposal does not permit the Company to have it both ways.

If Staff were to permit the Company to re-write the Proposal's Resolved clause to refer to alignment with "the Paris Agreement," the Company's request should still be denied as the Report shows no evidence of any "evaluation," very little information on "how" the Company's lobbying aligns with the Agreement and provides virtually no information about indirect lobbying, through trade associations. Finally, the Report does not identify any misalignments and does not discuss the risks of misalignments with the Paris Agreement.

The Supplemental letter offers the following as evidence of substantial implementation:

- *"the Report outlines the Company's support of key climate policies that it believes furthers the goals of the Paris Agreement"*

² Is ExxonMobil Making a Net-Zero Pledge? <https://corporate.exxonmobil.com/Sustainability/Emissions-and-climate/Frequently-asked-questions>



- In fact, the Report lists a few vague policies and notes two organizations that it claims are working towards Paris goals, but only mentions one policy goal pursued by one of these groups – a carbon tax (*See our Letter of February 9, at 15*).
- *“lists several trade associations that have taken positions more closely aligned with the Company’s views on climate change in recent years.”*
 - The report claims that “several” trade associations have shifted their positions, but only names two. The statement is impossible to interpret as the policy positions are not defined, nor is it clear what is meant by “the Company’s views.”
- *The Company has consistently voiced support for the U.S.’s participation in the Paris Agreement.*

The letter then states:

“These policies, supporting the “well below 2 degrees’ goal, make clear that the requested climate lobbying disclosure is covered in the Report’s statement that “[w]ithout exception, the company’s lobbying efforts are aligned with its publicly available positions.” It is therefore disingenuous for the Proponent Response Letter to claim that the Report somehow falls short by not specifically including the phrase “well below 2 degrees” when the Report’s multiple references to the Paris Agreement and many public disclosures accomplish the same thing.”
(Supplemental letter at 2)

First, as we explained in our letter of February 9th, the Company has told us that the “without exception” statement quoted here only refers to the Company’s statements and not to positions taken by its trade associations (*see our letter of February 9th at 17*). As this statement immediately follows a reference to trade associations in the Supplemental letter, it creates the misleading impression that it also captures the Company’s indirect lobbying.

Further, none of this amounts to an ‘evaluation’ of the company’s actual lobbying efforts, as requested by the Proposal. A brief statement of principles is not the same thing as an evaluation of how those principles are implemented in practice. No information is provided to explain how these positions align with the Paris Agreement’s “well below two degrees” goal, as requested by the Proposal, or with the Paris Agreement more generally (except for the Company’s support for U.S. participation).

We reiterate our claim that no evidence is provided that the Board conducted an evaluation to determine “if and how” the Company’s lobbying efforts align with the Paris Agreement’s “well below 2 degrees” goal, or the Paris Agreement generally. The Company’s Supplemental Letter offers no new information. The Proposal is seeking a specific kind of evaluation that has not been conducted; it does not prescribe the “specific manner” of the evaluation. The management and Board oversight referenced in the Report is a different kind of process. Regular board oversight of political contributions and lobbying does not meet this request. In our letter of February 9th, we offered examples of evaluations conducted by six other companies to illustrate that we are seeking a special review. Each company pursued its own approach to that review, according to its own criteria.

The Company suggests that our letter of February 9th engages in excessive “fault-finding”, but that



letter is a response to each element of the Company's Report that has been offered to Staff as evidence of "substantial implementation." As thoroughly discussed in our letter, these elements fall considerably short of the Proposal's essential purpose and guidelines. The elements of the Report that reference climate change and risk management are vague, generic, and not explicitly connected to the essential purpose of the Proposal.

The Report:

- makes no reference to the Paris Agreement's "well below 2 degrees" goal, or even to "net-zero by 2050;"
- describes no evaluation to determine "if and how" the Company's direct and indirect lobbying aligns with that goal (or with the Paris Agreement, more generally); and
- identifies no risks of misalignment with that goal, or a process to identify such risks.

In its Supplemental Letter, the Company has also offered a slide purporting to detail how its operations are aligned with the Paris Agreement's "well below 2 degrees" goal. The attachment is irrelevant to whether the Company has substantially implemented the Proposal, and should be disregarded. The Proposal is focused exclusively on the Company's lobbying efforts, not whether its operational emissions are aligned with the Paris Agreement.

For these reasons and those described in our letter of February 9th, we respectfully request that Staff deny the Company's request and direct it to include the Proposal in its proxy statement. If you have any questions or need anything further, I can be reached at (917) 721-0608, or at adam.kanzer@bnpparibas.com.

Respectfully submitted,

Adam Kanzer
Head of Stewardship – Americas

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February 15, 2021

VIA Email

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via email: shareholderproposals@sec.gov

Ladies and Gentlemen:

On behalf of Exxon Mobil Corporation, a New Jersey corporation (the “**Company**”), we are writing to respond to the letter from BNP Paribas Asset Management (the “**Proponent**”) dated February 9, 2021 (the “**Proponent Response Letter**”) with respect to the request from the Company, dated January 5, 2021 (the “**No-Action Letter**”), regarding the exclusion of a shareholder proposal (the “**Proposal**”) submitted by the Proponent from the Company’s proxy statement for its 2021 Annual Meeting of Shareholders (the “**2021 Proxy Materials**”). Capitalized terms not defined herein are used as defined in the No-Action Letter.

The Proposal’s essential objective is for the Board to conduct an evaluation and issue a report describing if, and how, its lobbying activities (direct and through trade associations) align with the Paris Agreement’s goal of limiting global warming well below 2 degrees Celsius. As described in detail in the No-Action Letter, the Report demonstrates substantial implementation pursuant to Rule 14a-8(i)(10). The Proponent Response Letter acknowledges that “it is not the role of SEC Staff to determine a proper definition of “Paris alignment” or to evaluate whether Exxon Mobil is, in fact, lobbying or operating in alignment with Paris goals.” The Company agrees, and believes that it is also not necessary for the Staff to determine a sole definition of what it means to align with a goal of limiting global warming to well below 2 degrees Celsius, or a single way for the Report to address the risks presented by any misaligned lobbying and the Company’s plans to mitigate such risks.

Nonetheless, the Proponent Response Letter proceeds from the assumption that there is only one way for the Company to have performed such actions (the way preferred by the Proponent), and that therefore any deviations from this mean that the Proposal has not been substantially implemented. The Company disagrees. And, as acknowledged by the Proponent on page 22 of the Proponent Response Letter, recent Staff precedent regarding no-action requests also disagrees with this narrow reading of what it means to substantially implement the essential objective of a proposal.

The Proponent Response Letter cites two reports by Shell and BP that it clearly intends as the model for what it would like the Company to prepare, and the level of prescriptiveness and fault-finding in the Proponent Response Letter contradict the Proponent Response Letter’s statement that

“the Proposal does not prescribe the details of the report it seeks.” Rather than including this level of prescriptiveness in the Proposal itself, which could have rendered the Proposal to be micromanaging the Company, the Proponent Response Letter indirectly imposes a level of prescriptiveness that the Proposal itself does not.¹

Further, we would like to respond to certain statements made by the Proponent Response Letter. First, the Proponent Response Letter claims that “there is no evidence that any evaluation was conducted, by the Board or management.” However, as noted in the No-Action Letter, the Company’s Vice President for Public and Government Affairs is responsible for the stewardship of identified key public policy issues that guide the Company’s lobbying efforts, and also presents the Company’s lobbying activities and lobbying expenditures to the full Board of Directors and the Company’s fully independent Public Issues and Contributions Committee of the Board. While the Proponent may have a specific manner in which it believes such a Board evaluation should be conducted, the requirement to substantially implement the Proposal has been met.

Second, the Proponent Response Letter states that “the Company’s Report makes no reference to the Paris Agreement’s ‘well below 2 degrees’ goal.” This is misleading; as acknowledged by the United Nations itself,² one of the key elements of the Paris Agreement is a goal to limit global temperature increase to well below 2 degrees Celsius. Therefore, it is not necessary for the Company’s Report to specifically refer to the well below 2 degrees goal, because that is synonymous with references to the Paris Agreement generally. As noted on pages 3-4 of the No-Action Letter, the Report outlines the Company’s support of key climate policies that it believes furthers the goals of the Paris Agreement, and lists several trade associations that have taken positions more closely aligned with the Company’s views on climate change in recent years. The Company has consistently voiced support for the U.S.’s participation in the Paris Agreement, including in public disclosures such as its 2021 Energy and Carbon Summary (“**2021 ECS**”)³ and recent press releases.⁴ As such, the Report demonstrates how the Company’s lobbying activities align with the Paris Agreement and, as demonstrated in the Company’s 4th quarter 2020 earnings presentation (attached as Exhibit A),⁵ the Company’s operations are also in line with the goals of the Paris Agreement. These policies, supporting the “well below 2 degrees’ goal, make clear that the requested climate lobbying disclosure is covered in the Report’s statement that “[w]ithout exception, the company’s lobbying efforts are aligned with its publicly available positions.” It is therefore disingenuous for the Proponent Response Letter to claim that the Report somehow falls short by not specifically including the phrase “well below 2 degrees” when the Report’s multiple references to the Paris Agreement and many public disclosures accomplish the same thing.

Third, with respect to risks presented by misaligned lobbying, as noted in the No-Action Letter and the Report, lobbying and political engagements are addressed as part of the full Board of

¹ To our knowledge, the reports prepared by Shell and BP were not prepared in response to shareholder proposals, which is further evidence that the Proponent’s use of these reports as models for what it would like the Company perform is an inappropriate use of the shareholder proposal process.

² <https://unfccc.int/process-and-meetings/the-paris-agreement/the-paris-agreement/key-aspects-of-the-paris-agreement> (“Some of the key aspects of the [Paris] Agreement are . . . the goal of limiting global temperature increase to well below 2 degrees Celsius . . .”)

³ <https://corporate.exxonmobil.com/-/media/Global/Files/energy-and-carbon-summary/Energy-and-Carbon-Summary.pdf>

⁴ <https://energyfactor.exxonmobil.com/insights/partners/commitment-paris-agreement/>

⁵ The Company’s earnings presentation demonstrates how the Company’s recent emissions reductions, and its predicted emissions reductions in 2025, are consistent with a lower than 2 degrees emissions pathway. See Exhibit A. <https://corporate.exxonmobil.com/-/media/Global/Files/investor-relations/quarterly-earnings/presentation-materials/2020-presentation-materials/earnings-presentation-4q.pdf>

Directors' oversight of the Company's enterprise-risk framework, including potential reputational risk. The Company considers whether trade association memberships or any perceived policy misalignments pose a material risk to the Company, including potential risks related to shareholder relations, legal or financial risks and risks to the Company's reputation.

Finally, with respect to trade associations, as noted in the No-Action Letter, the Report lists several trade associations that have taken positions more closely aligned with the Company's views on climate change in recent years. The Company consistently communicates both its key climate policies and policy positions to its trade associations.⁶ For these and other reasons, the Company believes its trade associations are well aware of its support for the goals of the Paris Agreement. In addition, the Proposal does not require the Company to identify specific trade associations' Paris Agreement positions, and does not require the Company to describe its rationale for when it may leave a trade association or to state whether misalignment with the Paris Agreement would cause the Company to leave a trade association. Although the Proponent Response Letter takes issue with the Company for not including this type of specific information in the Report, that does not support the contention that the Proposal has not been substantially implemented.

For these reasons and those described in the No-Action Letter, the Proposal is excludable under Rule 14a-8(i)(10).

Sincerely,



Louis Goldberg

Enclosures

cc w/ enc: BNP Paribas

James E. Parsons

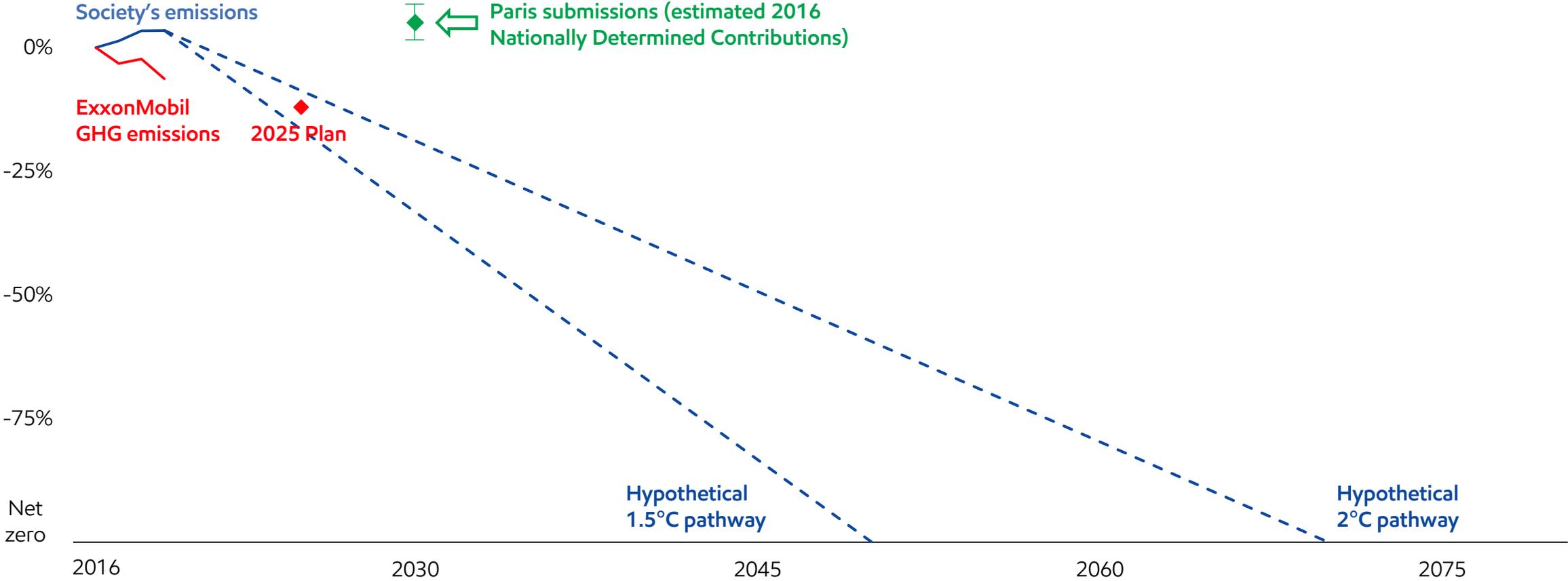
⁶ For example, the Company has recently engaged with trade associations to advance support for methane regulation, subsequent to which several trade associations updated their methane policies. For additional information, see <https://energyfactor.exxonmobil.com/insights/partners/action-on-methane-regulations/>

Excerpt from Earnings Presentation Showing Paris Agreement Alignment

REDUCTIONS CONSISTENT WITH PARIS AGREEMENT

Plans provide affordable and reliable energy while minimizing environmental impacts

EXXONMOBIL AND SOCIETY'S EMISSIONS^{1,2,3}
Percent reduction versus 2016



See Supplemental Information for footnotes.



BNP PARIBAS ASSET MANAGEMENT

February 9, 2021

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

Via email: shareholderproposals@sec.gov

Re: **Shareholder Proposal to Exxon Mobil Corporation seeking a Climate Lobbying Report**

Ladies and Gentlemen:

By letter dated January 5, 2021 (Exhibit A, without attachments), counsel for Exxon Mobil Corporation (“Exxon” or “the Company”) asked the Office of the Chief Counsel of the Division of Corporation Finance to confirm that it will not recommend enforcement action if the Company omits a shareholder proposal (the “Proposal”; Exhibit B) submitted pursuant to the Commission’s Rule 14a-8 by BNP Paribas Asset Management (“BNPP AM”).

The Company argues that it is entitled to omit the Proposal in reliance on Rule 14a-8(i)(10). For the reasons set forth below, the Company has not met its burden of proof under Rule 14a-8(g). Accordingly, BNPP AM respectfully requests that the Division not grant the relief sought by the Company.

The Proposal

The Proposal’s Resolved clause reads as follows:

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable request, omitting proprietary information) describing if, and how, ExxonMobil’s lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement’s goal). The report should also address the risks presented by any misaligned lobbying and the company’s plans, if any, to mitigate these risks.

Summary

The Proposal asks the Board of Directors to conduct an evaluation “if, and how, ExxonMobil’s lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius.” The Proposal also suggests that this report present any misaligned lobbying and the company’s plans, if any, to mitigate these risks. The Supporting Statement identifies trade associations as a “particular concern” the Proposal seeks to address. Simply put, the Company has not conducted the requested evaluation and has not provided any disclosures regarding if or how its lobbying activities align with the “well below 2 degrees” goal.

On December 31, 2020, Exxon Mobil posted an expanded Political Contributions and Lobbying page to



its website¹ (“the Report”, Exhibit C), followed by its January 5th no-action request. In its no-action request, it claims that the Report, “along with the Company’s other public disclosures” substantially implements the Proposal. The no-action request does not identify these “other public disclosures.” As the Company bears the burden of proof under Rule 14a8(g), it must cite specific disclosures that it believes meet the essential purpose and guidelines of the Proposal.

The Report makes only passing reference to the Paris Agreement, and no reference at all to the Paris Agreement’s “well below 2 degrees” goal. Further, the Report makes no reference to any board-led “evaluation” of alignment with this – or any other – climate goal. As it does not address the essential purpose of the Proposal or compare favorably to its guidelines, its request for relief under Rule 14a8(i)(10) should be denied.

Background and Context

In September 2019, BNPP AM, along with 199 other institutional investors managing a combined \$6.5 trillion, wrote to the Company seeking information about its efforts to ensure that its direct and indirect lobbying activities are aligned with the Paris Agreement on climate change.² The Company provided no response to that letter, or to a follow-up letter submitted in October of 2020.³ These letters were sent in support of a set of Investor Expectations on Corporate Climate Lobbying, which ask companies to commit to lobbying in favor of the Paris Agreement’s goals, to evaluate the alignment of direct and indirect lobbying against these goals, to take steps to address misalignments, and to be transparent about these efforts.⁴ Investors have reached agreement with more than a dozen large European companies to align their lobbying activities with the Paris Agreement, including commitments to publish reports on Paris alignment. Several of these companies, including BP, Shell, Equinor, Eni and Total determined that they would be leaving certain U.S. trade associations where they identified irreconcilable differences on climate policy.

The investors backing these requests view fulfillment of the Paris Agreement’s goal – to limit average global warming to well below two degrees Celsius above pre-industrial levels – to be an imperative, considering the catastrophic consequences for society and for our portfolios if we fail to achieve it.

We submitted a version of this Proposal to Exxon Mobil last year, and SEC Staff permitted the Company to exclude it from its proxy statement on the grounds that it was duplicative of a different kind of lobbying proposal submitted by another investor, a decision that we believe was incorrect as the two proposals were very different. *Exxon Mobil Corporation* (March 13, 2020)

In 2020, this proposal received a majority vote of 53% at Chevron’s annual meeting, a 46% vote at Delta Airlines’ annual meeting and 31% at United Airlines. We view these vote results as strong evidence that

¹ <https://corporate.exxonmobil.com/About-us/Policy/Political-contributions-and-lobbying>

² <https://www.ceres.org/news-center/press-releases/200-investors-call-us-companies-align-climate-lobbying-paris-agreement>

³ <https://www.ceres.org/news-center/press-releases/major-us-investors-call-largest-corporate-emitters-disclose-how-their>

⁴ <https://www.ceres.org/sites/default/files/INVESTOR%20EXPECTATIONS%20ON%20CORPORATE%20LOBBYING%20ON%20CLIMATE%20CHANGE%209.19.pdf>



investors value the information it seeks, particularly considering that this was a brand new proposal investors had not seen before.

BlackRock supported the proposal at Chevron, writing that although Blackrock “considers Chevron a leader among US peers with regard to board oversight of climate risk, strong corporate governance practices, and reporting [...] The company could provide investors with a more detailed explanation of the alignment between Chevron’s political activities and the goal of the Paris Agreement to limit global warming to no more than two degrees Celsius, which the company supports.”⁵ In his most recent annual letter to CEOs, BlackRock CEO Larry Fink wrote, “Given how central the energy transition will be to every company’s growth prospects, we are asking companies to disclose a plan for how their business model will be compatible with a net zero economy – that is, one where global warming is limited to well below 2°C, consistent with a global aspiration of net zero greenhouse gas emissions by 2050. We are asking you to disclose how this plan is incorporated into your long-term strategy and reviewed by your board of directors.”⁶

Unlike the lobbying proposals investors have considered for a decade, seeking board oversight and full disclosure of lobbying expenditures, this proposal makes a new request. Investors understand that companies maintain internal processes to ensure that their lobbying activities are aligned with the long-term interests of the business. This proposal asks companies to use a third-party benchmark – the “well below two degrees” goal of the Paris Agreement – as their “North Star” when engaging in lobbying on climate change related policy.

Climate change, as recently articulated by both President Biden and Treasury Secretary Yellen, is an “existential risk” to society. Government plans to fulfil the Paris Agreement (the so-called “Nationally Determined Contributions”, or NDCs) fall considerably short of what is needed to limit global warming to an average of 1.5 degrees Celsius above pre-industrial levels⁷, a line scientists are warning – with increasing urgency – we must not cross. The Proposal highlights this gap in national ambitions, noting that “critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.”

The content of corporate lobbying on climate change – particularly the indirect lobbying through trade associations and other organizations that engage in public policy advocacy – is generally unavailable to investors.

According to InfluenceMap, a third party research organization focused on analysing corporate climate lobbying activity based on publicly available information, Exxon Mobil “appears unsupportive of most forms of climate regulation whilst promoting an energy policy agenda to accelerate fossil fuel development. The company retains an extensive network on memberships to industry associations

⁵ <https://www.blackrock.com/corporate/literature/press-release/blk-vote-bulletin-chevron-may-2020.pdf>

⁶ <https://www.blackrock.com/corporate/investor-relations/larry-fink-ceo-letter>

⁷ Article 2(a) of the Paris Agreement reads in full: “Holding the increase in the global average temperature to well below 2°C above pre-industrial levels and pursuing efforts to limit the temperature increase to 1.5°C above pre-industrial levels, recognizing that this would significantly reduce the risks and impacts of climate change.”
https://unfccc.int/sites/default/files/english_paris_agreement.pdf



actively opposing climate-related policy globally.”⁸ InfluenceMap graded Exxon an “E+” on an A-F scale, highlighting a number of apparent inconsistencies in the Company’s public pronouncements and its actual lobbying efforts. For example, InfluenceMap notes that, “Despite advocating in late 2019 for the maintenance of methane regulations, ExxonMobil appears to have previously supported a loosening of certain technical detection requirements in the US. In 2020, ExxonMobil proposed its own methane emissions regulation in the US, which are weaker than many of the state-level methane regulations and the EPA’s original federal regulation.” (citations omitted) InfluenceMap also notes that the Company has not disclosed in detail its indirect influence over climate policy through trade associations.

The Proposal seeks an evaluation of the Company’s lobbying efforts measured against the temperature target set by the Paris Agreement, led by the only primarily independent body with access to the inside information necessary for a thorough review – the Board of Directors. The Company has not conducted this evaluation and therefore should not be permitted to omit the Proposal.

Exxon Mobil has not substantially implemented the Proposal

The Company asserts that the Proposal’s “essential objective” is “for the Company to conduct an evaluation and issue a report describing if, and how, its lobbying activities (direct and through trade associations) align with the Paris Climate Agreement’s goal.” (No-action request at 2) At the end of the Company’s no-action request, the Proposal’s essential objective is reframed: “whether the Company’s direct and indirect lobbying efforts align with *its stated support for* the Paris Climate Agreement and related risks.” (No-action request at 5, emphasis added). Neither of these statements are correct. To define the Proposal’s essential objective, the Company has reframed the Resolved clause, omitting the most important phrase: “the goal of limiting average global warming to well below 2 degrees Celsius.”

The Proposal was very intentionally drafted to explicitly focus on this temperature goal, as opposed to “the Paris Climate Agreement,” because the Agreement includes more than one goal and there are a wide range of vague corporate statements of support for the Agreement that lack definition and meaningful detail about how this support translates into pursuit of the Agreement’s most important temperature goal. Every element of the Proposal must be measured against this goal – direct lobbying, indirect lobbying, evaluation and mitigation of risk.

The Company’s Report makes only passing reference to the Paris Agreement and makes no reference to the “well below 2 degrees” goal. The Report, therefore, provides no answer to the Proposal’s core question – are the Company’s lobbying efforts aligned with the “well below 2 degrees” goal of the Paris Agreement and if so, how? As no “misalignments” with this goal are addressed in the Proposal, the Company’s approach to addressing these risks also remains unaddressed.

As discussed below, the Company’s Report fails to implement the “essential objective” of the Proposal or any of the elements of the Resolved clause. It therefore cannot satisfy Rule 14a-8(i)(10), which requires “substantial” implementation of the Proposal.

⁸ <https://influencemap.org/company/Exxon-Mobil/projectlink/Exxon-Mobil-In-Climate-Change>



The Proposal	ExxonMobil's Report
Request that the Board of Directors conduct an evaluation	There is no evidence that any evaluation was conducted, by the Board or management. The Report does not state that it was produced based on an "evaluation."
If the Company's <i>direct</i> lobbying activities align with the goal of limiting average global warming to well below 2 degrees Celsius	<p>The Company's Report makes no reference to the Paris Agreement's "well below 2 degrees" goal.</p> <p>The Company argues that its lobbying is aligned with its business objectives, which are aligned with the Paris Agreement. As explained below, however, Exxon Mobil's business objectives are <u>not</u> aligned with the Paris Agreement's "well below 2 degrees" goal.</p> <p>The Company discloses a set of generic principles it supports in addition to its support for the Paris Agreement, methane regulation and carbon pricing.</p> <p>The only information disclosed about the Company's direct lobbying is contained in the following two sentences: "Our company has supported the goals of the Paris Agreement on climate since its inception, and has consistently voiced support for U.S. participation in the agreement. We have also actively engaged with government officials to encourage remaining in the Paris Agreement." (hyperlinks omitted)</p> <p>No further detail is provided as to how this is reflected in the Company's direct lobbying work.</p>
<p>If the Company's <i>indirect</i> lobbying (through trade associations) activities align with this goal.</p> <p>The Proposal notes its "particular concern" is the work of trade associations.</p>	The Company has provided a list of trade association memberships, but has not disclosed any information on the positions these groups are taking or whether they are aligned or misaligned with the Paris Agreement's "well below 2 degrees" goal, except to note that one organization supports a carbon tax.
How the company's lobbying aligns with the Paris temperature goal (direct and indirect)	<p>The Report makes no reference to the "well below 2 degrees" goal.</p> <p>The Report includes a set of generic principles for climate policy and notes the Company's support for the Paris Agreement, carbon pricing and methane regulation.</p> <p>The Report notes one organization's support for a carbon tax, but discloses no other policy positions</p>



	by Exxon or its trade associations.
The report should also address the risks presented by any misaligned lobbying.	<p>The Report does not acknowledge the risks of any misaligned lobbying with the Paris Agreement’s “well below 2 degrees” goal.</p> <p>The Report’s description of Exxon’s risk management of lobbying does not explicitly address climate change and is unclear in its scope. The Report’s discussion of steps the Company takes to evaluate trade associations is similarly vague and makes no explicit reference to climate change.</p> <p>A statement that “without exception” all lobbying is aligned with the Company’s public statements does not apply to the Company’s lobbying through trade associations, and makes no explicit reference to climate change.</p>
The report should address the company’s plans, if any, to mitigate these risks	<p>The Report provides a brief description of the Company’s existing governance of its lobbying work but, as discussed below, it is unclear to what degree this applies to climate change or to trade associations.</p> <p>The Company’s principles used to evaluate trade association memberships do not describe any criteria used to review these groups or what may trigger a decision to engage or leave.</p>

Exxon Mobil’s “Political Contributions and Lobbying” Report

On December 31, 2020, Exxon Mobil posted an expanded Political Contributions and Lobbying page to its website⁹ (“the Report”, Appendix C), followed by its January 5th no-action request. In its no-action request, it claims that the Report, “along with the Company’s other public disclosures,” which it declines to identify, substantially implements the Proposal.

The Report is not a climate lobbying report. It is a generic discussion of the governance of Exxon Mobil’s political contributions and lobbying, with a very brief section on “Climate Change and support of the Paris Agreement,” along with a list of trade associations that receive more than \$100,000 from the Company.

The Report states that Exxon Mobil “has supported the goals of the Paris Agreement on climate since its inception, and has consistently voiced support for U.S. participation in the agreement. We have also actively engaged with government officials to encourage remaining in the Paris Agreement.” The Report notes that the Oil & Gas Climate Initiative and the Climate Leadership Council “help meet the goals of the Paris Agreement” and makes two additional references to the Paris Agreement: “we encourage our

⁹ <https://corporate.exxonmobil.com/About-us/Policy/Political-contributions-and-lobbying>



trade associations to support initiatives that we believe in, including the goals of the Paris Agreement and the UN's Sustainable Development Goals. We believe trade associations we participate in are well aware of our support for the Paris Agreement.” These phrases represent the entirety of the Report's discussion of the Paris Agreement and its goals.

The Report offers only a very cursory overview of the Company's approach to climate change, devoting only a few sentences to the topic. The Report makes no reference to the “well below 2 degrees” goal of the Paris Agreement or to “net-zero by 2050”, the target that must be met to maintain warming to 1.5 degrees. Surprisingly, the Report's sections on “International Trade” and “Energy Markets” make no reference to the Paris Agreement or climate change.

Proponent encourages Staff to review recent reports issued by Shell and BP, in particular, and compare those reports to the Report published by Exxon Mobil. Shell published a 45-page “Industry Associations and Climate Review,”¹⁰ with a subsequent ‘update’ report¹¹ that analyzed the positions that 19 of its trade associations have taken on climate change, compared these positions to Shell's positions and to the Paris Agreement, determined the degree of alignment and misalignment for each, disclosed its efforts to engage with each trade association to align its positions, and reported its decision to leave one trade association as a result of this analysis. Although the Proposal does not prescribe the details of the report it seeks, Shell and BP's reports provide good examples of the types of disclosures sought by the Proposal, which is not available in traditional corporate lobbying reports, or in any of the reports published by Exxon Mobil.

Exxon Mobil Has Not Conducted an Evaluation to Determine Whether its Lobbying Aligns with the Paris Agreement's “well below 2 degrees” Goal, or with the Paris Agreement

There is no evidence of any process to determine whether the Company's direct and indirect lobbying activities are aligned with the “well below 2 degrees” goal of the Paris Agreement. The Report simply describes “an established practice” to ensure alignment with Exxon Mobil's business objectives and stated policy positions, a process that the Proponent would assume any responsible company would maintain.

The Company acknowledges that the Proposal's request for the Board to conduct an “evaluation” is a key element of the Proposal, but provides no evidence of a board-led (or even board-validated) “evaluation.” The no-action request states that the Report was produced “based on an evaluation,” but provides no further details, such as who conducted it, how it was conducted, or what it concluded. Importantly, this claim that the Report was produced “based on an evaluation” does not appear in the actual Report – only in the Company's no-action request.

A company report describing policies and procedures is qualitatively different than a Board-led

¹⁰https://www.shell.com/sustainability/transparency/public-advocacy-and-political-activity/_jcr_content/par/textimage.stream/1554466210642/0a46ab13e36e99f8762ebb021bd72decec2f47b2/financial-industry-association-climate-review-april-2019.pdf

¹¹https://www.shell.com/promos/sustainability/industry-association-update-april-2020/_jcr_content.stream/1586971582111/96afdef2ff0a78fc9f2106b9239655bd07beeca6/industry-associations-climate-review-update.pdf



evaluation of their quality, effectiveness and focus. Even if the existing processes described in the Report were fully consistent with the Proposal – and they are not – the Report’s description of the Company and Board’s oversight process cannot substitute for a Board-led evaluation *of that process*.

The Proposal seeks a review of all lobbying activities against the Paris Agreement’s “well below 2 degrees” goal. The Report briefly describes “an established practice to determine which public policy issues are important to the Corporation,” and notes that “the company follows a strict internal review and oversight process to ensure its public policy positions are aligned with lobbying activities.” The Report makes no reference to the “well below 2 degrees” goal, and provides only passing references to the Paris Agreement and climate change. The process sections of the Report, which discuss management and board oversight of lobbying and political contributions and associated risk management, notably make no reference to climate change or the Paris Agreement.

The Proposal is seeking a new kind of review – an evaluation of lobbying efforts against a third-party standard, the goal of the Paris Agreement. There is no evidence that Exxon Mobil’s “established practice” includes this targeted evaluation. It would be unusual for a company to maintain a regular process to measure lobbying efforts against the Paris Agreement goals or any other third-party benchmark, and the Company has provided no evidence that it is the exception to this. When this request was made to Shell and BP, for example, it prompted the publication of a new kind of report.

The Company’s Report is silent on “if” and “how” the Paris Agreement’s “well below 2 degrees” goal is even considered, let alone whether Exxon’s lobbying is aligned with it.

The Proposal asks to Board to conduct an evaluation to determine the answer to a direct question: Are the Company’s direct and indirect lobbying activities aligned with the “well below two degrees” goal of the Paris Agreement?

Technically, the Proposal’s “if and how” clause would permit the Company to simply say “our lobbying efforts are not aligned with this goal,” but Exxon has chosen not to say that. The Report appears designed to imply that the Paris goal is taken into consideration, without saying so.

As discussed above, no evaluation has been conducted to determine whether Exxon’s lobbying efforts are aligned with this critical goal. The Company, however, contends that it maintains a regular process to ensure alignment with Company positions (which would presumably include support for the Paris Agreement) and that its lobbying efforts are, in fact, consistent with the Company’s publicly stated positions. Exxon Mobil’s various statements on Paris alignment, however, leave considerable room for confusion and doubt.

Exxon’s Direct Lobbying

First, Exxon Mobil does not appear to have any publicly available position on the Paris Agreement’s “well below two degrees” goal and makes no claim to lobby in favor of it. General statements that lobbying is aligned with publicly stated positions are therefore not responsive to the Proposal. Other oil and gas companies have taken much clearer positions. For example:



- Royal Dutch Shell: “Shell strongly supports the goal of the Paris Agreement to limit the average rise in global temperature to well below 2°C above preindustrial levels and to pursue efforts to limit it to 1.5°C.”¹²
- Chevron’s “2020 Climate Lobbying Report” states: “We aim to use our capabilities, assets, and expertise to deliver progress toward the global net zero ambitions of the Paris Agreement”¹³
- Repsol’s policy position specifically references the “well below 2 degrees” goal: “We will support and lobby for effective measures across all areas of public policy that aim to mitigate climate change risks and share the ambition to limit temperature rise to well below 2 degrees Celsius.”¹⁴
- Eni: “Eni supports the goals of the Paris Agreement to limit temperature increases to well below 2°C.”¹⁵

The Proposal is not seeking to dictate Exxon Mobil’s policy positions. The Company’s general statements of “support” for the Paris Agreement, however, cannot be taken as “substantial implementation” of a request to evaluate and report “if” the Company’s lobbying positions are aligned with the Agreement’s temperature goal, when the Company is silent on the question and other companies have provided direct responses.

The Company’s support for the Paris Agreement and for the United States’ commitment to the Agreement is laudable, but may not reflect support for each of the Agreement’s goals. Rather, it may simply reflect the strategic importance of remaining ‘at the table’ where consequential decisions are being made that will dramatically affect the Company’s long-term prospects. The Report links to Exxon Mobil’s statement of support for the Paris Agreement, issued when the Agreement came into force: “ExxonMobil supports the work of the Paris signatories, acknowledges the ambitious goals of this agreement and believes the company has a constructive role to play in developing solutions.”¹⁶ “Acknowledging” ambitious goals is not the same thing as “endorsing,” “promoting” or “adopting” these goals.

Assertions of alignment with the Company’s “publicly available positions,” including its support for the Paris Agreement, therefore, do not meet the Proposal’s request for an evaluation of “if and how” its positions align with the Agreement’s “well below 2 degrees” goal.

If the Company’s Lobbying is Aligned with the NDCs, it is Not Aligned with the Paris Agreement’s “well below 2 degrees” Goal

The Company asserts in its no-action request that its lobbying is aligned with the Paris Agreement, by reference to a standard that is not aligned with the Agreement. In answer to a yes or no question, the

¹²https://www.shell.com/promos/sustainability/our-climate-related-policies/_jcr_content.stream/1601913513888/ee9d5d46202fa4f3b325253360e85cac584670ae/external-climate-policy-positions.pdf

¹³ <https://www.chevron.com/-/media/chevron/sustainability/documents/chevron-climate-lobbying-report.pdf>

¹⁴ <https://www.repsol.com/en/shareholders-and-investors/socially-responsible-investors/public-policy-engagement-on-climate-change/index.cshtml>

¹⁵ <https://www.eni.com/assets/documents/investor/2020/eng/Assessment-of-industry-associations-climate-policy-positions.pdf>

¹⁶ <https://corporate.exxonmobil.com/Sustainability/Environmental-protection/Climate-change/Statements-on-Paris-climate-agreement#Statementonagreemententeringintoforce>



Company has answered “yes/no.”

The Company argues that “its business strategy and investments ... are aligned with the Paris Climate Agreement’s goals,” implying that any process to ensure alignment *with its business strategy and investments* should satisfy the Proposal’s request, because Exxon’s business objectives and Paris Agreement objectives are aligned. (No-action request at 3) By the Company’s own admission, however, they are not.

The Company’s no-action request reveals what Exxon Mobil means by “aligned” with the Paris goals – alignment with the Nationally Determined Contributions (NDCs) countries have produced pursuant to the Paris Agreement:

“As explained in the Company’s Energy & Carbon Summary (the “ECS”), the Company supports the goals of the Paris Climate Agreement, an agreement among national governments to reduce carbon emissions from their economies. ... As disclosed in the [Energy & Carbon Summary], the Company informs its business strategy and investments on the work underlying the [Energy] Outlook, which assumes progress in technologies, infrastructure and policies to allow countries to meet their NDCs. As a result, these business targets and investment plans are aligned with the NDCs as well. As governments around the world continue to make new NDCs in support of the goals of the Paris Climate Agreement, the Company will continue to incorporate these NDCs into its business strategy and investment analysis to align in support of the Paris Climate Agreement.”(No-Action request at 3.)

The Company’s no-action request then explains that the Company maintains a process to “determine which public policy issues are important based on its business strategy and investments, which are aligned with the Paris Climate Agreement’s goals.”¹⁷ To clarify, the Report does not include the phrase “business strategy and investments, which are aligned with the Paris Climate Agreement’s goals,” nor does it make any reference to the NDCs. Exxon’s counsel has cobbled together three different reports¹⁸ to draw a link between the Company’s lobbying efforts and the Paris Agreement, but the link does not connect to the Agreement’s “well below 2 degrees” goal.

The NDCs are produced pursuant to the Paris Climate Agreement, but are not currently aligned with the Agreement’s “well below 2 degrees” goal. This concern is expressed in the first paragraph of the Proposal’s supporting statement: the misalignment of current NDCs with the Paris Agreement’s “well

¹⁷ It should also be noted that this reference to the Paris Agreement is inserted into the Company’s no-action request, but does not appear in the corresponding section of the Report, which makes no reference to climate change or the Paris Agreement.

¹⁸This statement in the no-action request references the Company’s 2019 Outlook for Energy: https://corporate.exxonmobil.com/-/media/Global/Files/outlook-for-energy/2019-Outlook-for-Energy_v4.pdf (“The Company’s Outlook for Energy ... aligns with the nationally determined contributions...” (No-action request at 2)), the 2021 Energy and Carbon Summary: <https://corporate.exxonmobil.com/-/media/Global/Files/energy-and-carbon-summary/Energy-and-Carbon-Summary.pdf> (“As disclosed in the ECS, the Company informs its business strategy and investments on the work underlying the Outlook” (No-action request at 3)), and the Report (“ExxonMobil has an established practice to determine which public policy issues are important ...”) to make this point. The Report itself does not explain the connection between the Company’s lobbying and the NDCs.



below 2 degrees” goal is the central concern animating the Proposal.¹⁹

Elsewhere on its website, Exxon Mobil acknowledges that the NDCs are misaligned with the Paris Agreement. In an article on the Company’s website entitled “Pursuing a 2°C pathway”, the Company correctly notes that “the current NDCs are insufficient to meet the aim of the Paris Agreement” and that they “imply global warming of about 3°C by 2100, with warming continuing afterwards.”²⁰

If the Company’s business strategy, investments and lobbying activities are aligned with the NDCs, therefore, they are not aligned with the Paris goals. This would be an appropriate response to the Proposal’s “if” question, if it were stated clearly. Rather, the Report claims alignment with the Paris goal by reference to a set of policies that are misaligned with it.

On December 14, 2020, Exxon Mobil announced a new set of greenhouse gas reduction plans which it claims are “projected to be consistent with the goals of the Paris Agreement.” The Release quotes CEO Darren Woods: “We respect and support society’s ambition to achieve net zero emissions by 2050, and continue to advocate for policies that promote cost-effective, market-based solutions to address the risks of climate change.”²¹ In response to an FAQ on its website, however, “Is Exxon Mobil making a Net Zero Pledge?,” the Company equivocated, failing to answer its own direct question. The implied answer is “No.”²²

To further confuse matters, the Frequently Asked Questions section of Exxon’s 2021 *Energy & Carbon Summary Report* also addresses “net zero.” In answer to the question, “How is ExxonMobil supporting society’s desire to achieve net-zero emissions and 2°C?,” the Company once again stated that its business strategy and investments are aligned with the NDCs, without noting that this implies greater than 3 degrees of warming. It then discusses both “net zero by 2070” and “net zero by 2050,” concluding that “ExxonMobil continues to proactively collaborate with governments and organizations to advance policy and technology development in support of net zero.” Net zero by when? By 2070, 2050 or some other timeframe? The difference between 2050 and 2070 makes all the difference in the world.²³

¹⁹ The first paragraph of the Proposal’s Supporting Statement reads as follows: “According to the United Nations Environment Programme’s most recent annual “Emissions Gap Report” (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.”

²⁰ According the Exxon Mobil: “The nationally determined contributions (NDCs) provide important signals on government expectations related to the general direction and pace of likely policy initiatives to address climate change risks. In this regard, the United Nations Environment Programme (UNEP) reported in November 2018 that, ‘Pathways reflecting current NDCs imply global warming of about 3°C by 2100, with warming continuing afterwards.’ Additionally, the report states, ‘The majority [of G20 countries] are not yet on a path that will lead them to fulfilling their NDCs for 2030.’ In other words, the current NDCs are insufficient to meet the aim of the Paris Agreement, and moreover, not all countries are yet on track with their current policies to meet their NDCs for 2030.” (footnotes omitted) <https://corporate.exxonmobil.com/Energy-and-innovation/Outlook-for-Energy/Pursuing-a-2C-pathway>

²¹ https://corporate.exxonmobil.com/News/Newsroom/News-releases/2020/1214_ExxonMobil-announces-2025-emissions-reductions_expects-to-meet-2020-plan

²² <https://corporate.exxonmobil.com/Sustainability/Emissions-and-climate/Frequently-asked-questions>

²³ <https://www.wri.org/blog/2019/09/what-does-net-zero-emissions-mean-6-common-questions-answered>



At best, the Company's statements on "Paris alignment" are vague and confusing.

Are the Company's lobbying activities consistent with the NDCs, or are they focused on the Paris Agreement's "well below two degrees" goal? The Company's no-action request implies that Exxon's lobbying is aligned with the NDCs. The Report itself is silent on the question, as it makes no reference to the Paris Agreement's temperature goal or the NDCs. The truth of the matter is that the question remains unanswered. Because the Report does not provide any clear answer to this question, it cannot be said to have "substantially" implemented the Proposal.

This confusion around the meaning of "Paris alignment" is the primary reason why the Proposal's Resolved clause focuses on the Agreement's temperature goal, rather than simply referring to the Agreement.

The Report does not explain "how" the Company's Lobbying Aligns with the "well below 2 degrees" goal

The "how" portion of the Proposal's Resolved clause is contingent upon the "if," question, which remains unanswered. Nevertheless, the Report does offer a statement of principles the Company promotes "in support of the goals of the Paris Climate Agreement."²⁴

These generic principles make no reference to any particular long-term temperature goal and no explanation is provided how their implementation will help to maintain a "well below 2 degrees" world. Rather, they appear to be generic principles that could apply to almost any issue (i.e., market-driven solutions, global participation with uniform and predictable costs to promote a level playing field, flexibility, minimization of complexity and costs, etc.). As they make no reference to the "well below 2 degrees" temperature goal, they are therefore not responsive to the Proposal's request to evaluate "if" the Company's public policy positions are aligned with this goal, nor does the Report explain "how" they are aligned.

The Report briefly mentions efforts that were already publicly known and/or noted in the Proposal – the Company's support for federal regulation of methane emissions and a carbon tax.²⁵ Clearly, if the Proposal commends the Company for its support of methane regulation, it is seeking something more

²⁴ The Principles are:

- Promote global participation;
- Let market prices drive selection of solutions;
- Ensure a uniform and predictable cost of greenhouse gas emissions across the economy;
- Minimize regulatory complexity and administrative costs;
- Maximize transparency; and
- Provide flexibility for future adjustments to react to developments in technology, climate science and policy.

²⁵ The proposal commends the company in the Supporting Statement: "We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns."



than a report restating that position.

With respect to methane, at a minimum, a responsive report would provide an evaluation of whether the Company's actual direct lobbying is supportive of federal methane regulation, and explain how the Company is addressing its financial support for organizations that are lobbying *against* methane regulation, such as the American Petroleum Institute, which maintained this opposition throughout Exxon Mobil CEO Darren Woods' tenure as API Board Chair. The report would also explain how its support of methane regulation helps to advance the Paris Agreement's "well below 2 degrees" goal.

The Company's support for a carbon tax is also well known, but is it reflected in its actual lobbying work? This remains an open question that is extremely difficult to answer without a board-led "evaluation" of the Company's lobbying efforts. To cite one report, in 2018 E&E News conducted a study to find out whether oil and gas companies were lobbying for or against a carbon tax. After reviewing hundreds of lobbying records filed between 2015 and 2018 by lobbyists working for Exxon Mobil, BP PLC, Chevron Corp., Equinor ASA, Royal Dutch Shell PLC, Total SA and lobbying forms submitted by industry trade groups, the publication determined that:

"BP, Exxon and Shell — lobbied 17 times on carbon tax bills, related resolutions or carbon taxes broadly. In most cases, **it's unclear whether they lobbied for or against legislation**, including measures that opposed carbon taxes as an economy-crushing policy. None of the firms, when contacted, would answer questions about their message to lawmakers on specific provisions."²⁶ (emphasis added)

The E&E report also noted Exxon's membership in the Climate Leadership Council, which is focused on promoting a carbon tax, and American Fuel and Petrochemical Manufacturers (AFPM), which strongly *opposes* a carbon tax. According to Exxon Mobil's Report, Exxon contributes more than \$100,000 to AFPM, while its contributions to CLC were not significant enough to be included on the Report's list, which covers 95% of Exxon's lobbying expenditures to trade associations.

Of even greater concern is the E&E report's suggestion that Exxon may have lobbied in opposition to a carbon tax, despite its public support for the idea. According to E&E, lobbying disclosure forms reveal that Exxon repeatedly lobbied on the 'American Opportunity Carbon Fee Act', but do not disclose whether the Company supported or opposed the bill. Senator Whitehouse, the author of the bill, is quoted in the report: "I am the author of the only carbon price bill in the Senate, and I have received no support for it from the oil majors, or any support to work on negotiating a bill that they could support." The story also notes that "Exxon opposed two carbon tax bills in the Massachusetts Legislature in 2016 (Climatewire, Jan. 27, 2017)." Perhaps there were elements of these bills the Company believed were poorly designed. Investors have no way to know. In a speech on the Senate floor in 2016, Senator Whitehouse highlighted Influence Map's research on oil industry political spending and lobbying on climate change, characterizing the Company – and industry – approach as "say one thing, do another."²⁷

This, and other stories, raise questions about the consistency of Exxon's lobbying with its publicly stated

²⁶ Benjamin Hulac and Kelsey Brugger, E&E News, "How much is Big Oil working to pass a carbon tax? We checked" (Sept. 26, 2018), available at: <https://www.eenews.net/stories/1060099745>

²⁷ <https://www.youtube.com/watch?v=ApVRjHYDcGM&t=0s>



positions, despite the Report's claim that "without exception," they are fully aligned. These misalignments create confusion in the marketplace and damage the Company's reputation, reducing its credibility on key policy matters that are vital to the Company's long-term success. Lobbying that is inconsistent with the Company's public statements helps to advance policy goals that may be inconsistent with the Company's long-term best interests. Most importantly, although Exxon publicly supports the Paris Agreement, carbon pricing and methane regulation, behind the scenes the Company may be blocking the policy measures needed to stabilize the global climate. The Proposal suggests an evaluation to examine this question, led by the only independent body with access to all relevant information – the Board of Directors.

The Report Does Not Disclose Whether Exxon's Trade Associations are Lobbying in Alignment with the Paris Agreement's "well below 2 degrees" goal

The Proposal also seeks an analysis of the Company's indirect lobbying activities, through trade associations. The third paragraph of the Proposal's Supporting Statement reads: "Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis."

Influence Map reports that Exxon maintains an "extensive network" of memberships in organizations that actively oppose climate-related policy globally.²⁸ Other oil majors, after thorough evaluations, have concluded that several organizations that Exxon belongs to are either misaligned or partially misaligned with their support for the Paris Agreement (see below for examples).

The Company's no-action request states, "The Company describes in the Report its support of trade associations, think tanks and coalitions in order to promote public policy areas consistent with the Company's interests, addressing the Proposal's request for information on indirect lobbying." (No-action request at 3)

A list of organizations supported by the Company is helpful, but not responsive to the Proposal, which asks whether the *positions taken by these organizations* are aligned with the Paris Agreement's temperature goal, and how the Company addresses the risks presented by misaligned lobbying. The Report is silent on this question.

Only four organizations receive any substantive attention in the Report, and only very briefly. The Report notes, that "[i]n recent years, several trade associations we have had leadership positions in, such as the American Petroleum Institute and U.S. Chamber of Commerce, have taken positions more closely aligned with our views on climate change." No further detail is provided, although two press releases posted to API's website reveal that Exxon Mobil Chairman and CEO Darren Woods served as chairman of API's Board of Directors until January 2020,²⁹ and served in that role for at least two years.³⁰ (API doesn't publish the members of its board, and Exxon Mobil doesn't disclose its role in any trade associations.) Notably, the French oil major Total announced in January – after the publication of

²⁸ <https://influencemap.org/filter/List-of-Companies-and-Influencers>

²⁹ <https://www.api.org/news-policy-and-issues/news/2020/01/22/greg-garland>

³⁰ <https://www.api.org/news-policy-and-issues/news/2018/05/02/mike-sommers-named-new-api-president-and-ceo20180502t155359>



Exxon's Report -- that it was leaving API, citing significant disagreements over climate change and the Paris Agreement. In particular, Total cited API's support for the rollback of U.S. regulation of methane emissions, differing views on carbon pricing and API's lack of support for electric vehicle subsidies.³¹ The Report makes no mention of these critical areas of disagreement, despite Exxon's support for federal methane regulation and carbon pricing, and its prior leadership position at API. Influence Map awards each of the API and the U.S. Chamber an "F," its lowest grade.³²

The other two organizations mentioned in the body of the Report are the Oil & Gas Climate Initiative (OGCI), which collaborates on "emission reduction technology and best practices," and the Climate Leadership Council (CLC), which advocates for a U.S. carbon tax. The Report doesn't make any reference to OGCI's public policy work, or even indicate that OGCI engages in lobbying. It also does not address criticism that the OGCI has focused on deemphasizing the need for regulatory solutions to climate change.³³ The Report concludes with a list of trade associations that have received \$100,000 or more from the Company, representing approximately 95% of the Company's annual trade association expenditures. Notably, neither organization appears on the list, suggesting that the OGCI and CLC are not of particular strategic importance to the Company.

Although Exxon's contributions to these two organizations represent 5% or less of the Company's annual expenditures on trade associations, they are the only two organizations for which the Report provides any detail. With the exception of the CLC's support for a carbon tax, the Report does not mention any climate-related policy positions maintained by any of the organizations listed. Because the Report is not focused on climate change, the list also includes organizations that do not appear to engage in climate-related policy advocacy, such as the American Council for Capital Formation, the American Tort Reform Association and the Civil Justice Reform Group.

The Report does not identify all organizations that engage in climate-related policy advocacy. Rather, the list provides, for each organization, the "primary areas relevant to ExxonMobil's participation," such as "energy and environment" and "workplace safety" (the phrase "climate change" does not appear on the list). The Report does not explain what is meant by "primary" or "relevant." For example, the

³¹ "Total said it was acting in line with the 2015 Paris agreement on climate change and that it could not reconcile differences with API over carbon pricing, subsidies for electric vehicles and the regulation of methane emissions." Total also criticized API for supporting candidates during the recent U.S. elections who argued against U.S. participation in the Paris agreement. <https://www.washingtonpost.com/climate-environment/2021/01/15/french-oil-giant-total-quits-american-petroleum-institute/> Later in January, both API and the Chamber announced their support for federal methane regulations for the first time.

https://www.eenews.net/greenwire/2021/01/21/stories/1063723157?utm_campaign=edition&utm_medium=email&utm_source=eenews%3Agreenwire

³² <https://influencemap.org/filter/List-of-Companies-and-Influencers>

³³ According to InfluenceMap, "the OGCI deemphasizes the need for regulatory solutions and any limitations in fossil fuel use, both of which are strongly advocated as necessary to limit to 1.5°C in warming by the latest IPCC report. It can be argued that, given its substantial communications power, the OGCI thus plays a role in distracting from the need for an urgent and binding policy response to climate change." "Big Oil's Real Agenda on Climate Change: How the Oil Majors have spent \$1bn since Paris on narrative capture and lobbying on climate" (Influence Map, March 2019), at 8, available at: <https://influencemap.org/report/How-Big-Oil-Continues-to-Oppose-the-Paris-Agreement-38212275958aa21196dae3b76220bddc>



Business Roundtable (BRT) recently issued an important policy statement on climate change,³⁴ but Exxon's report does not list "energy and environment" or climate change among the primary areas relevant to the Company's participation in the BRT. The Company's list may therefore include other organizations that lobby on climate change. Whether this is the "primary" reason Exxon Mobil chooses to pay dues to such organizations is irrelevant to an evaluation of whether these organizations are lobbying for or against the Paris Agreement's temperature goal. It is also worth noting that "energy and environment" is listed among the primary areas relevant to ExxonMobil's participation in several organizations that have been publicly criticized for their opposition to Paris-aligned policy, including AFPM and API. As noted above, the Report calls out the U.S. Chamber of Commerce as an organization that has "taken positions more closely aligned with [the Company's] views on climate change," but the Report does not list "energy and environment" among the primary areas relevant to the Company's participation in that organization.

The Report does not itemize payments to individual trade associations, so it is not possible to determine which organizations are of greater or lesser importance to the Company, and where Exxon may have the most influence. In addition, Exxon does not disclose where it maintains positions of leadership or committee membership in any of these organizations.

The Report does not address the risks presented by misaligned lobbying or the Company's plans to mitigate these risks

As the Report does not acknowledge the risks of any misaligned lobbying, it is silent on the Company's plans to mitigate them. The Report's description of Exxon's risk management of lobbying does not explicitly address climate change and is unclear in its scope. The Report's discussion of steps the Company takes to evaluate trade associations is similarly vague and makes no explicit reference to climate change.

The Report provides no answer to the Proposal's core question – does the Company's indirect lobbying, through trade associations, align with the "well below 2 degrees" goal, and if so, how? Nor does it speak to how the Company ensures its trade associations are working in alignment with its views or with the Paris Agreement goals, except to note that Exxon makes these organizations aware of its views.

The Report discusses risk management in a single paragraph:

"Lobbying and political engagements are addressed as part of the Board's oversight of the company's enterprise-risk framework, including potential reputational risk. The company follows a strict internal review and oversight process to ensure its public policy positions are aligned with lobbying activities.³⁵ Without exception, the company's lobbying efforts are aligned with its publicly available positions."

In its no-action request, the Company's counsel has added the following sentence to this passage, which

³⁴ <https://s3.amazonaws.com/brt.org/Business-RoundtableAddressingClimateChangeReport.September2020.pdf>

³⁵ The sentence referring to its "strict internal review" process links to a page discussing the Company's review of its Political Action Committee (PAC) contributions. <https://corporate.exxonmobil.com/News/Newsroom/News-releases/Statements/Statement-on-PAC-contributions>



does not appear in the Report: “This includes the Company’s support for the Paris Climate Agreement.” (*No-action request at 3*)

As noted above, there is no evidence that this “strict internal review” considers whether the Company’s lobbying activities are aligned with the Paris Agreement’s “well below two degrees” goal, nor is this asserted. The Company counsel’s amendment should be sufficient to demonstrate that the Report does not satisfy the Proposal’s core request. If it did, the Company’s counsel would be able to quote directly from the Report. It is also important to note that this “without exception” statement is simply a bald assertion by management, and not the result of a formal board review, as sought by the Proposal.

The “without exception” statement also needs clarification as it implies that the Company’s direct *and indirect* lobbying activities are aligned, if not with the “well below 2 degrees goal” of the Paris Agreement, at least with the Company’s interpretation of the meaning of the Paris Agreement. In a call with Exxon Mobil executives, however, we learned that this is not the case – it only refers to the Company’s direct lobbying and its internal communications with its trade associations. It does not refer to positions the Company’s trade associations are taking on the Company’s behalf.³⁶

Despite the fact that Exxon Mobil does engage in “lobbying activities” through trade associations, finances these activities through its payment of dues to these associations, and “often” takes “leadership positions on trade association boards, policy committees and technical work groups,” this reference to “the Company’s lobbying efforts” only applies to the Company’s *direct* lobbying and to its *direct* communications with its trade associations. The statement *does not apply* to the policy positions taken by its trade associations, on its behalf.

Further, as discussed above with respect to carbon pricing, it is far from clear whether Exxon’s direct lobbying is consistent with its publicly available positions.

This definitive statement that “without exception, the Company’s lobbying efforts are aligned with its publicly available positions,” therefore, does not address the Proposal’s request for a board-led evaluation of the alignment of the Company’s direct lobbying with the Paris Agreement’s temperature goal, and does not apply at all to the Proposal’s “particular concern”³⁷ for a report on alignment with the Company’s indirect lobbying, through trade associations.

Further, as these statements immediately follow the reference to the Company’s “strict internal review” process, it raises the question whether this review is limited to the statements made by Company employees, or also considers the positions taken on the Company’s behalf by its trade associations, a

³⁶ In a telephone call with Exxon Mobil management on January 13, 2021, the Proponent suggested that this statement of full alignment -- “without exception”-- is contradicted by other statements in the Report, which explain that the Company cannot ensure that its trade associations are lobbying in alignment with the Company’s positions. The Company acknowledged that this statement could be clearer and explained its intended meaning: when the Company is lobbying directly, in its own name, and when the Company is *speaking to* its trade associations, it is being consistent, in alignment with its publicly available positions. This statement *does not mean* that the Company’s trade associations are aligned with the Company’s positions.

³⁷ The third paragraph of the Proposal’s Supporting Statement reads: “Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.”



core focus of the Proposal. At best, this is unclear. As this paragraph addresses the Board's role, it also remains unclear whether the Board reviews the policy positions taken by the Company's trade associations.

It is the Company's position that it is unreasonable to expect perfect alignment with trade associations and that it communicates its positions and "encourages" its member organizations to support things it believes in, such as the Sustainable Development Goals and the Paris Climate Agreement. No further information is provided.

The Company's no-action request states that the Company "considers whether trade association memberships or any perceived policy misalignments pose a material risk to the Company, including potential risks related to shareholder relations, legal or financial risks and risks to the Company's reputation." (No-action request at 4). It is unclear whether the Board has a role in this process, what is meant by "perceived" policy misalignments, or whether any such misalignments have been identified. Again, the paragraph's "without exception" statement, discussed above, does not refer to indirect lobbying.

The Company's no-action letter states that the Company may withdraw support for an organization at any time on the basis of misaligned policy positions and:

"While the Company does not expect that any third-party organization made up of dozens or even hundreds of members will be perfectly aligned with its views on all topics at all times, the Company regularly reviews the organizations' public policies **for misalignment with the Company's support for the Paris Climate Agreement**, and regularly evaluates its continued participation in these organizations, as described in the Report." (No-action request at 5, emphasis added)

The emphasized portion of this quote does not appear in the Report. The Report does not say that the Company regularly reviews trade association alignment with the Company's support for the Paris Agreement, or that continued participation in an organization could be linked to this criterion. It is unclear what is meant by "as described in the Report" because the Report contains no such description.

The "principles"³⁸ that guide Exxon Mobil's review of trade association memberships are a set of reasons why Exxon may choose to remain in an organization, not a set of criteria against which to review membership. For example, one such principle is: "We do not expect that a third party organization made up of dozens or even hundreds of members will be perfectly aligned with our views on all topics at all

³⁸ "While we reserve the right to initiate, sustain or withdraw support for an organization, at any time, several principles guide our approach:

- We believe our participation in trade associations enables us to effectively advocate for positions we support, share our views and learn from others companies, and influence trade association policy debates.
- We do not expect that a third party organization made up of dozens or even hundreds of members will be perfectly aligned with our views on all topics at all times.
- Our support does not constitute an endorsement of every policy position or point of view expressed by a recipient organization.
- We regularly review our memberships."

<https://corporate.exxonmobil.com/About-us/Policy/Political-contributions-and-lobbying>



times.” This is not responsive to the Proposal’s request for a report on the steps the Company takes to address the risks of misalignment with the Paris Agreement’s temperature goal.

Reports by Exxon’s Competitors Claim that Exxon’s Trade Associations are Misaligned with Paris Agreement Goals

Exxon’s approach to its trade associations on this issue stands in stark contrast to several of its industry peers, which have conducted thorough evaluations of their trade associations’ climate positions and publicly reported their degree of alignment or misalignment with the Paris Agreement. These public reports describe clear criteria for review of trade association memberships and actions they will take when these organizations are misaligned on climate change goals, including Shell,³⁹ BP,⁴⁰ Total,⁴¹ Equinor⁴² and Eni.⁴³ For example, Equinor states in its “Review of Industry Associations and Initiatives” report, “Equinor will regularly review and provide information about memberships in industry associations and initiatives on climate change-related topics. We are committed to addressing potential material misalignment and following up with relevant actions in that regard.”

The reports by the European companies highlight the range of policy positions taken by organizations on Exxon Mobil’s list – the absence of any such information in the Report further rebuts the Company’s assertion of “substantial implementation.”

In addition to Total’s recent decision to leave API, noted above, the French oil major also left the American Fuel & Petrochemical Manufacturers, citing climate change. Several other companies have left organizations on Exxon’s list, citing irreconcilable differences on climate change, while others have identified disagreements and chose to engage rather than leave:

- Royal Dutch Shell announced in 2019 that it was leaving the American Fuel & Petrochemical Manufacturers (AFPM), The company published an Industry Associations Climate Review Update in 2020, detailing its work “to ensure our memberships of industry associations support the

³⁹ Shell’s “Actions to Address Misalignment” are: “Where we identify misalignment in climate-related policy positions, Shell will take one or several of the following steps depending on our assessment of the importance of the topic, the extent of the misalignment, and the broader value of our membership:

- increase transparency about our own climate-related policy positions, and about differences with our industry associations, by publishing this information on our company website Shell.com;
- remain in the association and increase our engagement with it in areas where we have different views;
- pursue our advocacy independently or through other coalitions when we are not aligned; and/or
- reassess our membership where we identify the risk of material misalignment in climate-related policy positions, including ending activities such as board and committee participation, or ending overall membership.”

⁴⁰<https://www.bp.com/content/dam/bp/business-sites/en/global/corporate/pdfs/sustainability/our-participation-in-trade-associations-climate.pdf>

⁴¹https://www.total.com/sites/g/files/nytnzq111/files/atoms/files/total_rapport_climat_2019_en.pdf (trade association review begins at page 49).

⁴²<https://www.equinor.com/en/how-and-why/sustainability/policy-expectations.html> (scroll down for links to: Equinor review of industry associations and initiatives 2020 (PDF))

⁴³<https://www.eni.com/assets/documents/investor/2020/eng/Assessment-of-industry-associations-climate-policy-positions.pdf>



Paris Agreement goal to limit the rise in global average temperatures this century to well below two degrees Celsius (2°C) above pre-industrial levels.”⁴⁴

- BP announced in 2020 that it was leaving three trade associations over climate disagreements, with an explanation of its reasons:
 - *American Fuel and Petrochemical Manufacturers (AFPM)*: AFPM collaborated with its members over the past year to support changes to its climate policy. While we are encouraged by this progress, BP and AFPM’s views on carbon pricing are at odds and currently we have no areas of full alignment. As a result, we have decided to resign our membership.
 - *Western Energy Alliance (WEA)*: We have decided not to renew our membership with WEA due to material differences around the federal regulation of methane and due to BP’s divestment of assets in the states in which the organization is active.
 - *Western States Petroleum Association (WSPA)*: BP has decided to resign its membership in WSPA as a result of material differences regarding policy positions on carbon pricing.
- Equinor’s May 2020 review uncovered “material misalignments for the Independent Petroleum Association of America (IPAA), and some misalignments for the American Petroleum Institute (API).” The company has chosen to remain engaged with these organizations.
- Eni chose to leave AFPM, after a review of its trade associations’ positions on climate change, noting that: “Our analysis reveals that this association does not explicitly support the goals of the Paris Agreement and it is expressly not in favour of applying carbon price mechanisms as a means to deliver innovation and investment in low carbon solutions. We will not renew our membership in 2020.”

Chevron recently produced a Climate Lobbying Report⁴⁵ in response to a majority vote on this shareholder proposal and, although the Chevron report does not fully address every element of the Proposal, it is considerably more informative than Exxon Mobil’s report. Chevron’s twelve-page report provides specific highlights of its recent engagements with the American Petroleum Institute, the Business Roundtable, US Chamber of Commerce and American Petrochemical and Fuel Manufacturers on climate policy. For example, Chevron reports that it helped create a Carbon Steering Committee at AFPM and helped to shift that organization’s historic opposition to carbon pricing to evaluating proposals on a case-by-case basis. Chevron’s report also provides details on climate-related work undertaken by eighteen U.S. trade associations and, although these descriptions focus exclusively on positive efforts, they are evidence of a special review undertaken for purposes of the report, as requested by the Proposal (According to Chevron’s report, descriptions of positions taken by these eighteen organizations “are those of Chevron, and are based on our assessment of the trade association’s activities.”). Unlike Exxon Mobil, Chevron explicitly states, “As part of our evaluation of whether trade association memberships provide value, we consider the lobbying activities of key trade

⁴⁴https://www.shell.com/promos/sustainability/industry-association-update-april-2020/_jcr_content.stream/1586971582111/96afdef2ff0a78fc9f2106b9239655bd07beeca6/industry-associations-climate-review-update.pdf

⁴⁵<https://www.chevron.com/-/media/chevron/sustainability/documents/chevron-climate-lobbying-report.pdf>



associations, including lobbying related to climate change.”

Although we don’t expect Exxon Mobil to necessarily agree with its competitors’ assessments of these organizations, we do think these peer reports demonstrate that evaluation and engagement with trade associations on the goals of the Paris Agreement is both feasible and warranted, given the significant concerns raised by others after a thorough analysis.

Exxon Mobil is aware of policy differences with its trade associations. It broke with API and others in its public support for federal methane regulation and in its general support for the Paris Agreement. It has disagreed with AFPM over fuel efficiency standards.⁴⁶ On the call with Proponents referenced earlier, Exxon management spoke of its CEO’s role in driving an initiative to convince API to develop a climate policy. The Company has chosen not to disclose this information while claiming that it has “substantially implemented” the Proposal’s request for it.

Prior Staff Determinations

To substantially implement a proposal, the Company’s policies, practices and procedures must compare favorably with both the proposal’s guidelines and its essential objective. See, e.g., *Exelon Corp.* (Feb. 26, 2010).

The Company claims that the Report “addresses the essential objectives of the Proposal, in particular whether the Company’s direct and indirect lobbying efforts align with its stated support for the Paris Climate Agreement and related risks.” (No-action letter at 5).

Rather than address the Proposal’s essential purpose head-on, the Company’s no-action request has reframed it, ignoring the core of the Proposal, which is the Paris Agreement’s “well below 2 degrees” goal, not the Company’s “stated support for the Paris Climate Agreement.” It claims to have conducted an “evaluation” to produce the Report, which the Report itself does not claim. And it claims to have answered whether its direct and indirect lobbying aligns with the Paris Agreement, when in fact, the Report provides only bald assertions, vague language and selective descriptions, as discussed above. And most importantly, the Report makes no reference at all to the “well below 2 degrees” goal of the Paris Agreement.

Proponent recognizes that it is not the role of SEC Staff to determine a proper definition of “Paris alignment” or to evaluate whether Exxon Mobil is, in fact, lobbying or operating in alignment with Paris goals. Rather, a comparison of the elements of the Proposal with the Company’s Report is sufficient to demonstrate that Exxon Mobil has not “substantially implemented” the Proposal:

- The Report does not state that management or the Exxon Board has ‘evaluated’ whether or not its lobbying positions are aligned with the Paris Agreement’s “well below two degrees” goal;

⁴⁶ Amy Harder, “Exxon working to push trade group on climate change” (Axios July 1, 2019) <https://www.axios.com/exxon-american-fuel-petrochemical-manufacturers-climate-change-251bfd53-09fe-4c0a-8fde-faa9a2f7c656.html>



- Exxon’s Report makes no reference to the Paris Agreement’s “well below 2 degrees” goal at all -- the phrase doesn’t appear once in the Report;
- The Report does not answer the question “if” the Company’s direct and indirect lobbying is aligned with the “well below 2 degrees goal”;
- The Report’s minimal discussion of climate policies supported by the Company does not articulate how these positions align with the Paris temperature goal;
- The Report does not discuss the risks of misalignment with the Paris temperature goal and its general discussion of risk management related to lobbying, including steps the Company takes to manage its trade association relationships, makes no reference to climate change, let alone the Paris Agreement’s temperature goal;
- With one exception, the Report provides no information on policy positions taken by its trade associations.

The Company has cited several Staff determinations from 2020 that permitted exclusion of different proposals that also referenced the Paris Agreement’s “well below 2 degrees” goal. A common thread runs through these decisions – in each instance, Staff appears to have allowed the company to reframe the proposal’s Resolved clause to, in the words of counsel for the Exxon proponents last year, “blur[s] the topic to find a looser essential objective, redefining this as a proposal about “Paris goals” and any reductions from the Company, leaving out alignment with the Paris two degree goal.” (Letter from Sanford Lewis, dated Feb. 27, 2020).⁴⁷

In *Exxon Mobil Corporation* (Mar. 20, 2020), Proponent’s counsel argued that the Company’s counsel “truncates and rewrites the Resolved clause in order to find an essential purpose that aligns with the Company’s limited efforts to date. What is asked in the Proposal is whether the Company is aligning its operations and investments with the Paris Agreement’s goal of maintaining global temperature rise well below 2 degrees Celsius. To read the Resolved as asking whether the company is reducing its total contribution to climate change is to ignore fully half of the Resolved clause.” (Letter from Sanford J. Lewis, February 27, 2020).

Exxon is taking the same approach here. For example, the Company’s has read the “well below 2 degrees” goal out of the Resolved clause and interpreted the Proposal’s request for an answer to whether its indirect lobbying is consistent with that goal as simply a request for a list of trade associations and general statements explaining why it is difficult to fully align with large membership organizations.

There is also a key distinction between the Proposal and the proposal and the Devon, Hess, Exxon and Chevron decisions cited by the Company’s no-action request. Although we agree with the proponents’ interpretation, that proposal’s resolved clause addressed “plans to reduce its total contribution to climate change” and “align its operations and investments” with the Paris Agreement’s temperature goal. That “and” may suggest two separate things, or it may be read as part of the same concept (replacing “and” with “to” may have resolved the issue). By contrast, the Proposal’s Resolved clause focuses on one thing, and one thing only – lobbying alignment with the “well below 2 degrees” goal. There is no way to reasonably interpret the Proposal’s essential purpose by omitting that phrase.

⁴⁷ <https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2020/asyousowbeharexxon032020-14a8.pdf>



In *Hess Corporation* (April 9, 2020), the Company argued that “it is well settled that the Company’s Public Disclosures do not need to use the Proposal’s exact language to address the Proposal’s essential objective. Existing disclosures that capture the essential objectives of a proposal without mirroring its exact language or scope may nevertheless establish that a company has substantially implemented the proposal.”

With respect to the instant Proposal, we are not disputing distinctions in language. As discussed above, the Company makes no reference to the Paris Agreement’s “well below 2 degrees” goal or to “net zero by 2050.” Instead, the Report makes generic references to the Paris Agreement. Clearly, this is intentional, just as the Proposal was intentionally drafted to refer explicitly to the temperature goal that scientists warn must be met, and other companies have explicitly adopted. Proponents are well aware Exxon Mobil “supports” the Paris Agreement. The Proposal asks a more focused question that the Company’s Report fails to answer.

Even if we were to concede the point and allow the Company to rewrite the essential purpose of the Proposal, the Company’s request should still be denied as the Report also fails to answer “if and how” the Company’s direct and indirect lobbying efforts align with the Paris Agreement.

Staff should measure “substantial implementation” against the terms of the Proposal, not the Company’s reinterpretation of it. As explained above, the Proposal’s “if and how” clause permits the Company to simply answer the question as “no, we don’t.” It does not permit vague disclosures that could be interpreted either way (e.g., lobbying is Paris aligned because it is aligned with the NDCs, which are not Paris aligned), or allow material omissions (e.g., a board review of climate lobbying, positions taken by trade associations).

There is one further critical distinction between the Proposal and last year’s decisions. Those proposals addressed each company’s operations and product emissions, and while the companies did not directly address the proposal’s ‘if and how’ question regarding alignment with the Paris Agreement’s “well below 2 degrees” goal, voluminous disclosures are available about each company’s operations and their plans to address climate change. In this case, virtually no information is available to evaluate the alignment of Exxon Mobil’s lobbying activities with the Paris Agreement or its “well below 2 degrees” goal.

Conclusion

For all of the reasons stated above, the Company’s request for no-action relief should be denied and the Company should be instructed to include the Proposal in its Proxy Materials. The Company has requested an opportunity to confer with Staff, should Staff disagree with its position. We respectfully request that any such communication be conducted in writing, or that we be included in the discussion.



If you have any questions or need anything further, I can be reached at (917) 721-0608, or at adam.kanzer@bnpparibas.com.

Respectfully submitted,

A handwritten signature in black ink, consisting of a large, stylized 'A' followed by a long horizontal stroke that ends in a small arrowhead.

Adam Kanzer
Head of Stewardship – Americas

Encl.

cc w/att: Louis L. Goldberg, Davis Polk & Wardwell (via email: louis.goldberg@davispolk.com)
Ning Chiu, Davis Polk & Wardwell (via email: ning.chiu@davispolk.com)
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EXHIBIT A

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January 5, 2021

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 BNP Paribas Asset Management (the **"Proponent"**) for inclusion in the proxy materials the Company intends to distribute in connection with its 2021 Annual Meeting of Shareholders (the **"2021 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 2021 Proxy Materials.

Pursuant to Staff Legal Bulletin No. 14D (CF), Shareholder Proposals (November 7, 2008), Question C, we have submitted this letter and any related correspondence via email to shareholderproposals@sec.gov. Also, in accordance with Rule 14a-8(j), a copy of this submission is being sent simultaneously to the Proponent as notification of the Company's intention to omit the Proposal from the 2021 Proxy Materials. This letter constitutes the Company's statement of the reasons it deems the omission of the Proposal to be proper.

THE PROPOSAL

The Proposal states:

RESOLVED: Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable request, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

REASONS FOR EXCLUSION OF THE PROPOSAL

The Company believes that the Proposal may be properly omitted from the 2021 Proxy Materials pursuant to Rule 14a-8(i)(10) because the Company has already substantially implemented the Proposal and the Company's practices, policies and procedures compare favorably to 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 *Apple Inc.* (Oct. 16, 2020) (proposal requesting an annual report on the company's management systems and processes for implementing its human rights policy commitments regarding freedom of expression and access to information); *Wal-Mart Stores, Inc.* (Mar. 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); *Exelon Corp.* (Feb. 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 [c]ompany's policies and procedures with regard to political contributions"). "[A] determination that the company has substantially implemented the proposal depends upon whether [the Company's] particular policies, practices, and procedures compare favorably with the guidelines of the proposal." *Texaco, Inc.* (Mar. 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 core of the Proposal, or its "essential objective," is for the Company to conduct an evaluation and issue a report describing if, and how, its lobbying activities (direct and through trade associations) align with the Paris Climate Agreement's goal. Based on an evaluation, the Company has recently issued, and posted on its website, a political lobbying and advocacy report¹ (the "**Report**"), which, along with the Company's other public disclosures, addresses:

If the Company's lobbying activities align with the goals of the Paris Climate Agreement.

As explained in the Company's Energy & Carbon Summary² (the "**ECS**"), the Company supports the goals of the Paris Climate Agreement, an agreement among national governments to reduce carbon emissions from their economies. The Company's Outlook for Energy (the "**Outlook**")³, which publishes the Company's work on future energy supply and demand, aligns with the nationally determined contributions ("**NDCs**") submitted by Paris Climate Agreement signatories. These NDCs represent each country's plans to reduce its emissions and reach the goal of limiting global

¹ <https://corporate.exxonmobil.com/company/policy/political-contributions-and-lobbying>.

² ECS, page 44, 47, <https://corporate.exxonmobil.com/-/media/Global/Files/energy-and-carbon-summary/Energy-and-Carbon-Summary.pdf>.

³ https://corporate.exxonmobil.com/-/media/Global/Files/outlook-for-energy/2019-Outlook-for-Energy_v4.pdf.

temperature rise this century to well below 2 degrees Celsius above pre-industrial levels and to pursue efforts to limit the temperature increase even further to 1.5 degrees Celsius.⁴

As disclosed in the ECS, the Company informs its business strategy and investments on the work underlying the Outlook, which assumes progress in technologies, infrastructure and policies to allow countries to meet their NDCs. As a result, these business targets and investment plans are aligned with the NDCs as well. As governments around the world continue to make new NDCs in support of the goals of the Paris Climate Agreement, the Company will continue to incorporate these NDCs into its business strategy and investment analysis to align in support of the Paris Climate Agreement.

In the Report, the Company explains that it engages in lobbying to advocate for its position on issues that affect the Company and its industry, and has an established practice to determine which public policy issues are important based on its business strategy and investments, which are aligned with the Paris Climate Agreement's goals. The practice includes soliciting input from relevant business lines and functional departments. The Company's Vice President for Public and Government Affairs is responsible for the stewardship of identified key public policy issues that guide the Company's lobbying efforts, and also presents the Company's lobbying activities and lobbying expenditures to the full Board of Directors (the "**Board**") and the Company's fully independent Public Issues and Contributions Committee.

The Board fully supports accountability, appropriate transparency, and disclosure of lobbying activities and expenditures, which are part of the Board's oversight of the Company's enterprise-risk framework, including potential reputational risk. As the Report states: "[t]he Company follows a strict internal review and oversight process to ensure its public policy positions are aligned with lobbying activities. Without exception, the Company's lobbying efforts are aligned with its publicly available positions."⁵ This includes the Company's support for the Paris Climate Agreement.

How the Company's lobbying activities align with the goals of the Paris Climate Agreement

The Report outlines the Company's support of key climate policies that it believes furthers the goals of the Paris Climate Agreement, and lists several trade associations that have taken positions more closely aligned with the Company's views on climate change in recent years.

The supporting statement notes that "trade associations and other politically active organizations" are "[o]f particular concern." The Company describes in the Report its support of trade associations, think tanks and coalitions in order to promote public policy areas consistent with the Company's interests, addressing the Proposal's request for information on indirect lobbying.

The Company leverages its key climate policies in support of the goals of the Paris Climate Agreement through a number of positions it has taken. The Company actively supports sound climate policies seeking to:

- Promote global participation;
- Let market prices drive selection of solutions;

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⁵ <https://corporate.exxonmobil.com/company/policy/political-contributions-and-lobbying>.

- Ensure a uniform and predictable cost of greenhouse gas emissions across the economy;
- Minimize regulatory complexity and administrative costs;
- Maximize transparency; and
- Provide flexibility for future adjustments to react to developments in technology, climate science and policy.

For instance, the Company has consistently voiced support for U.S. participation in the Paris Climate Agreement, and actively engaged with government officials to encourage remaining in the Agreement. Additionally, the Company has supported a federal policy to regulate new and existing sources of methane emissions.⁶ The Company consistently communicates both its key climate policies and policy positions to its trade associations, including when the Company participates in leadership positions on trade association boards, policy committees and technical work groups. Through these and other efforts, the Company believes its trade associations are well aware of its support for the Paris Climate Agreement.

The Company has also applied its key climate policies in support of the goals of the Paris Climate Agreement through its direct membership in organizations specifically focused on addressing climate change and meeting the goals of the Paris Climate Agreement. The Company is a member of both the Oil & Gas Climate Initiative (the “**OGCI**”) and the Climate Leadership Council. The OGCI is a CEO-led initiative that aims to accelerate the industry response to climate change. OGCI member companies explicitly support the Paris Climate Agreement and its aims.⁷ The Climate Leadership Council is a bipartisan international policy institute founded in collaboration with business, opinion and environmental leaders to promote a carbon dividends framework as the most cost-effective, equitable and politically viable climate solution.⁸

The risks presented by any misaligned lobbying

As explained in the Report, lobbying and political engagements are addressed as part of the Board’s oversight of the Company’s enterprise-risk framework, including potential reputational risk. Consistent with the supporting statement, the Company considers whether trade association memberships or any perceived policy misalignments pose a material risk to the Company, including potential risks related to shareholder relations, legal or financial risks and risks to the Company’s reputation.

The Company’s plans to mitigate these risks

As outlined in the Report, the Company follows several principles in its management of the risks associated with its membership in trade associations. This includes regular review of memberships when trade association positions do not align with the Company’s views, and the Company may withdraw support for an organization at any time on that basis.

The Report includes a list of U.S.-based trade associations to whom the Company provided \$100,000 or more in support and a portion of those amounts was reported to the Company as being

⁶ https://corporate.exxonmobil.com/News/Newsroom/News-releases/2020/0303_ExxonMobil-proposes-framework-for-industry-wide-methane-regulations.

⁷ <https://oilandgasclimateinitiative.com/about-us/#guidingprinciples>.

⁸ <https://clcouncil.org/>.

used for lobbying. The list of associations disclosed represents approximately 95% of the Company's annual trade association expenditures. While the Company does not expect that any third-party organization made up of dozens or even hundreds of members will be perfectly aligned with its views on all topics at all times, the Company regularly reviews the organizations' public policies for misalignment with the Company's support for the Paris Climate Agreement, and regularly evaluates its continued participation in these organizations, as described in the Report.

The framework of the Proposal is similar to proposals that have requested that companies issue reports describing if, and how, they plan to reduce total contributions to climate change and align operations and investments with the Paris Climate Agreement's goal of maintaining global temperature rise well below 2 degrees Celsius, which the Staff determined could be excluded under Rule 14a-8(i)(10) based on the reports the companies provided. See *Hess Corporation* (Apr. 4, 2020); *Devon Energy Corporation* (Apr. 1, 2020); *Exxon Mobil Corporation* (Mar. 20, 2020); *Chevron Corporation* (Mar. 20, 2020); *Dominion Energy, Inc.* (Mar. 6, 2020). Since the Report addresses the essential objectives of the Proposal, in particular whether the Company's direct and indirect lobbying efforts align with its stated support for the Paris Climate Agreement and related risks, 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 2021 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 Goldberg

Attachment

cc w/ att: James E. Parsons, Exxon Mobil Corporation
Adam M. Kanzer, BNP Paribas

EXHIBIT B

Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

EXHIBIT C

Policy

Political contributions and lobbying

ExxonMobil believes that registering and voting, keeping informed on political matters, serving in civic bodies and campaigning and office-holding at local, state and national levels are important rights and responsibilities of the citizens of a democracy.

Article

Feb. 5, 2021

We believe that sound public policy is achieved when a variety of informed voices participate in the political process. For these reasons, ExxonMobil exercises its right to support and participate in policy discussions.

Corporate political contributions

The Board of Directors has authorized ExxonMobil to make political contributions to candidate committees and other political organizations as permitted by applicable laws in the United States and Canada. ExxonMobil's support of candidates and political organizations reflects corporate interests and not those of any individual employee, officer or independent director. The political contributions of the corporation, as well as the contributions from the company-sponsored political action committee, are reviewed with the board of directors annually and are routinely verified during internal audits of the corporation's public and government affairs activities.

In 2020, ExxonMobil contributed \$300,000 in support of five national political organizations of state officials. In addition, the company contributed over \$240,000 in election support to over 200 state-level candidates and nine committees in six U.S.

states. Contributions are reported to applicable governing agencies. As required of federal contractors by law, ExxonMobil has not used corporate treasury funds to support any federal candidates, national political parties or other political committees, including Super PACs. Also at the federal level, ExxonMobil has chosen not to use treasury funds or political action committee funds for direct independent political expenditures, including electioneering communications.

Corporate political contributions – annual summaries

Itemized lists of corporate political contributions to the national political organizations and state-level candidates and committees for the past five years are available here.

ExxonMobil PAC

As with many corporations, ExxonMobil offers certain eligible employees and retiree shareholders an opportunity to participate in the U.S. political process by contributing to a company-sponsored Political Action Committee (PAC). Participation in the PAC is completely voluntary. Political contributions made from the PAC are reported monthly to the Federal Election Commission, and are a matter of public record.

In 2020, the ExxonMobil PAC disbursed almost \$940,000 to federal and state candidates and committees. A listing of ExxonMobil PAC contributions for the 2019-2020 election cycle is available below. A detailed schedule of ExxonMobil PAC contributions from previous years can be accessed on the U.S. Federal Election Commission website at <http://www.fec.gov>.

Corporate PAC contributions

Political lobbying and advocacy

Approach and Governance

ExxonMobil engages in lobbying in the United States at both the Federal and State levels to advocate our positions on issues that affect our Corporation and the energy industry. We have a responsibility to our customers, employees, communities and shareholders to represent their interests in public policy discussions that impact our business.

ExxonMobil has an established practice to determine which public policy issues are important to the Corporation. This practice includes soliciting input from relevant business lines and functional departments such as Law and Public and Government Affairs. ExxonMobil's Vice President for Public and Government Affairs, who reports directly to the Management Committee, is responsible for the stewardship of identified key public policy issues which guide the company's lobbying efforts and political contributions. Each year, the Vice President for Public and Government Affairs presents the company's political contributions, lobbying activities and lobbying expenditures to the full Board, along with the Board's Public Issues and Contributions Committee (PICC), which is comprised entirely of independent outside directors. In addition, reviews of the company's key issues are conducted by the Management Committee several times a year as part of a regular oversight process.

The Board fully supports accountability, appropriate transparency, and disclosure of lobbying activities and expenditures. Lobbying and political engagements are addressed as part of the Board's oversight of the company's enterprise-risk framework, including potential reputational risk. **The company follows a strict internal review and oversight process to ensure its public policy positions are aligned with lobbying activities.** Without exception, the company's lobbying efforts are aligned with its publicly available positions.

Lobbying is highly regulated in the United States. ExxonMobil fully complies with federal and state regulations by reporting its federal lobbying to the U.S. Congress and state-level lobbying to appropriate entities as required. In 2020, ExxonMobil reported federal lobbying expenses totaling \$8.69 million in its public Lobbying Disclosure Act filings. This total includes expenses

associated with the costs of employee federal lobbying, as well as those portions of payments to trade associations, coalitions and think tanks that are spent on federal lobbying. ExxonMobil employees and consultants were registered to lobby in 30 state and local jurisdictions and the company reported \$971,000 in state and local lobbying expenses in 2020.

Snapshot of Key Issues: Positions & Principles

ExxonMobil's positions on many key issues are available through a variety of sources, including this website, our **Sustainability Report, Energy & Carbon Summary, annual proxy statement, press releases**, and the **Exxchange**, ExxonMobil's advocacy community portal. Our lobbying and political contributions are aligned with these positions.

In addition to the above referenced materials, the summaries below provide an illustration of our views on several important public policy issues that are currently being debated.

Climate Change and support of the Paris Agreement

Our company has **supported the goals of the Paris Agreement** on climate since its inception, and has consistently voiced **support for U.S. participation** in the agreement. We have also actively engaged with government officials to encourage remaining in the Paris Agreement.

ExxonMobil is a member of the **Oil & Gas Climate Initiative**, which brings together 12 major energy companies to collaborate on emission reduction technology and best practices, as well as the **Climate Leadership Council**, which advocates for a carbon tax in the U.S. Both of these groups are specifically aimed at engaging in efforts to address the risks of climate change and help meet the goals of the Paris Agreement.

We actively support sound climate policies that will:

- Promote global participation;
- Let market prices drive selection of solutions;

- Ensure a uniform and predictable cost of greenhouse gas emissions across the economy;
- Minimize regulatory complexity and administrative costs;
- Maximize transparency
- Provide flexibility for future adjustments to react to developments in technology, climate science and policy

In recent years, several trade associations we have had leadership positions in, such as the American Petroleum Institute and U.S. Chamber of Commerce, have taken positions more closely aligned with our views on climate change.

In December 2020, the company announced **new 2025 emission reductions plans** and noted its intent to provide Scope 3 emissions data beginning in 2021.

Energy Markets

Government policies should be focused on establishing parameters that allow free markets to work. A level playing field within our energy markets is vital if consumers and families are to continue to have access to affordable, reliable, and safe energy for homes and businesses. Preferential treatment for certain energy sources undermines the market and could raise costs for consumers, families and businesses.

With stable and unbiased public policies supporting open, competitive free markets, the energy industry and companies like ExxonMobil can help further an economic resurgence with disciplined investments in new projects, new technologies and new jobs that will help ensure reliable, and efficient energy for the U.S. economy.

International Trade

ExxonMobil supports an open, unbiased and rules-based trade and investment system and sees those principles as essential to global free enterprise and to promoting productivity and

economic growth. Furthermore, free trade and strong investment protections buttress energy security by encouraging access to diverse energy supplies and production sufficient to meet growing global demand.

ExxonMobil relies on free trade agreements and policies, including for example strong investment protection provisions in the U.S.-Mexico-Canada Trade Agreement (USMCA). Providing a level playing field to import and export goods and services ultimately gives consumers greater choice.

Sound trade policies and investment protections also enable effective supply chains and the efficient movement of capital, people, information and all products.

Trade Associations

ExxonMobil provides support to a variety of trade associations, think tanks and coalitions in order to promote informed dialogue and sound public policy in areas pertinent to the Corporation's interests. As highlighted in the section above, these areas include a wide range of topics, among them: civil justice reform, corporate governance, education, economic development, energy, environment, fiscal policy, international trade, labor/pension matters, public health, regulatory issues, sustainability and workplace safety.

Given the diversity of ExxonMobil's global business and the unique operating environment in the dozens of countries we operate in, we are members of various types of organizations. Some are general business associations and others are more particular to our industry. A portion of the support provided to these organizations may be used by the organizations for lobbying. Where required by law, ExxonMobil reports the portion of dues used for lobbying purposes, such as the quarterly Lobbying Disclosure Act filings in the U.S.

ExxonMobil's participation often includes taking leadership positions on trade association boards, policy committees and technical work groups, which we utilize to learn from others and share our positions and principles. We consistently communicate our policy principles to the trade associations of which we are

members. While it would be impractical to expect perfect alignment between ExxonMobil's policy positions and those of every trade association, and unreasonable to expect any single member of a given association to ensure that was the case, we encourage our trade associations to support initiatives that we believe in, including the goals of the Paris Agreement and the **UN's Sustainable Development Goals**. We believe trade associations we participate in are well aware of our support for the Paris Agreement.

The company considers whether trade association memberships or any perceived policy misalignments pose a material risk to the Corporation, including potential risks related to shareholder relations, legal, financial and the company's reputation. While we reserve the right to initiate, sustain or withdraw support for an organization, at any time, several principles guide our approach:

- We believe our participation in trade associations enables us to effectively advocate for positions we support, share our views and learn from others companies, and influence trade association policy debates.
- We do not expect that a third party organization made up of dozens or even hundreds of members will be perfectly aligned with our views on all topics at all times.
- Our support does not constitute an endorsement of every policy position or point of view expressed by a recipient organization.
- We regularly review our memberships.

Below is an alphabetical list of the U.S.-based trade associations to whom in 2019 Exxon Mobil Corp. or its affiliates provided \$100,000 or more in support and a portion of that was reported to us as being used for lobbying. These organizations are engaged on a wide range of public policy issues relevant to our business. They represent approximately 95 percent of the

company's annual trade association expenditures.

Organization	Primary areas relevant to ExxonMobil's participation
Alaska Oil and Gas Association	Energy and environment; fiscal policy; workplace safety
American Fuel and Petrochemical Manufacturers	Energy and environment; workplace safety
American Chemistry Council	Energy and environment; regulatory issues
American Council for Capital Formation	Fiscal policy; governance
American Petroleum Institute	Energy and environment; fiscal policy; trade; workplace safety; regulatory issues
American Tort Reform Association	Civil justice reform
Business Roundtable	Governance; economic development; fiscal policy; trade
Center for Liquefied Natural Gas	Energy and environment; trade
Civil Justice Reform Group	Civil justice reform
Greater Houston Partnership	Economic development; education; public health
Independent Petroleum Association of America	Energy and environment; regulatory issues
Louisiana Chemical Association	Energy and environment; regulatory issues; workplace safety

Louisiana Mid-Continent Oil and Gas Association	Energy and environment; fiscal policy; workplace safety
Marcellus Shale Coalition	Energy and environment; workplace safety
National Association of Manufacturers	Economic development; regulatory issues; fiscal policy
Natural Gas Supply Association	Energy and environment; economic development
National Petroleum Council	Energy and environment; trade; regulatory issues
New Mexico Oil & Gas Association	Energy and environment; fiscal policy; workplace safety
Texans for Lawsuit Reform	Civil justice reform
Texas Oil & Gas Association	Energy and environment; fiscal policy; workplace safety
U.S. Chamber of Commerce	Economic development; regulatory issues; fiscal policy
U.S. Chamber Institute for Legal Reform	Civil justice reform
U.S. Chamber Litigation Center	Civil justice reform
United States Council for International Business	Regulatory issues; trade
Western Energy Alliance	Energy and environment; regulatory issues
Western States Petroleum Association	Energy and environment; fiscal policy; workplace safety

This list has been prepared in good faith and is for general information purposes only. Variances in payment and fee schedules may impact the accuracy of the information presented, and this list should not be taken as definitive.

Federal lobbying reports

Below are ExxonMobil's 2017-2020 lobby reports filed with the U.S. Congress.

ExxonMobil also provides support to organizations that promote international relationships, institutions with strong research capabilities that contribute to informed policy decision-making, and organizations that assess public policy alternatives on issues of importance to the energy industry. **Read more** about ExxonMobil's contributions for Public Information and Policy Research.

New York
Northern California
Washington DC
London
Paris
Madrid
Tokyo
Beijing
Hong Kong



Louis L. Goldberg

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450 Lexington Avenue 212 701 5539 fax
New York, NY 10017 louis.goldberg@davispolk.com

January 5, 2021

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 BNP Paribas Asset Management (the **"Proponent"**) for inclusion in the proxy materials the Company intends to distribute in connection with its 2021 Annual Meeting of Shareholders (the **"2021 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 2021 Proxy Materials.

Pursuant to Staff Legal Bulletin No. 14D (CF), Shareholder Proposals (November 7, 2008), Question C, we have submitted this letter and any related correspondence via email to shareholderproposals@sec.gov. Also, in accordance with Rule 14a-8(j), a copy of this submission is being sent simultaneously to the Proponent as notification of the Company's intention to omit the Proposal from the 2021 Proxy Materials. This letter constitutes the Company's statement of the reasons it deems the omission of the Proposal to be proper.

THE PROPOSAL

The Proposal states:

RESOLVED: Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable request, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

REASONS FOR EXCLUSION OF THE PROPOSAL

The Company believes that the Proposal may be properly omitted from the 2021 Proxy Materials pursuant to Rule 14a-8(i)(10) because the Company has already substantially implemented the Proposal and the Company's practices, policies and procedures compare favorably to 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 *Apple Inc.* (Oct. 16, 2020) (proposal requesting an annual report on the company's management systems and processes for implementing its human rights policy commitments regarding freedom of expression and access to information); *Wal-Mart Stores, Inc.* (Mar. 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); *Exelon Corp.* (Feb. 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 [c]ompany's policies and procedures with regard to political contributions"). "[A] determination that the company has substantially implemented the proposal depends upon whether [the Company's] particular policies, practices, and procedures compare favorably with the guidelines of the proposal." *Texaco, Inc.* (Mar. 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 core of the Proposal, or its "essential objective," is for the Company to conduct an evaluation and issue a report describing if, and how, its lobbying activities (direct and through trade associations) align with the Paris Climate Agreement's goal. Based on an evaluation, the Company has recently issued, and posted on its website, a political lobbying and advocacy report¹ (the "**Report**"), which, along with the Company's other public disclosures, addresses:

If the Company's lobbying activities align with the goals of the Paris Climate Agreement.

As explained in the Company's Energy & Carbon Summary² (the "**ECS**"), the Company supports the goals of the Paris Climate Agreement, an agreement among national governments to reduce carbon emissions from their economies. The Company's Outlook for Energy (the "**Outlook**")³, which publishes the Company's work on future energy supply and demand, aligns with the nationally determined contributions ("**NDCs**") submitted by Paris Climate Agreement signatories. These NDCs represent each country's plans to reduce its emissions and reach the goal of limiting global

¹ <https://corporate.exxonmobil.com/company/policy/political-contributions-and-lobbying>.

² ECS, page 44, 47, <https://corporate.exxonmobil.com/-/media/Global/Files/energy-and-carbon-summary/Energy-and-Carbon-Summary.pdf>.

³ https://corporate.exxonmobil.com/-/media/Global/Files/outlook-for-energy/2019-Outlook-for-Energy_v4.pdf.

temperature rise this century to well below 2 degrees Celsius above pre-industrial levels and to pursue efforts to limit the temperature increase even further to 1.5 degrees Celsius.⁴

As disclosed in the ECS, the Company informs its business strategy and investments on the work underlying the Outlook, which assumes progress in technologies, infrastructure and policies to allow countries to meet their NDCs. As a result, these business targets and investment plans are aligned with the NDCs as well. As governments around the world continue to make new NDCs in support of the goals of the Paris Climate Agreement, the Company will continue to incorporate these NDCs into its business strategy and investment analysis to align in support of the Paris Climate Agreement.

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The supporting statement notes that "trade associations and other politically active organizations" are "[o]f particular concern." The Company describes in the Report its support of trade associations, think tanks and coalitions in order to promote public policy areas consistent with the Company's interests, addressing the Proposal's request for information on indirect lobbying.

The Company leverages its key climate policies in support of the goals of the Paris Climate Agreement through a number of positions it has taken. The Company actively supports sound climate policies seeking to:

- Promote global participation;
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- Ensure a uniform and predictable cost of greenhouse gas emissions across the economy;
- Minimize regulatory complexity and administrative costs;
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- Provide flexibility for future adjustments to react to developments in technology, climate science and policy.

For instance, the Company has consistently voiced support for U.S. participation in the Paris Climate Agreement, and actively engaged with government officials to encourage remaining in the Agreement. Additionally, the Company has supported a federal policy to regulate new and existing sources of methane emissions.⁶ The Company consistently communicates both its key climate policies and policy positions to its trade associations, including when the Company participates in leadership positions on trade association boards, policy committees and technical work groups. Through these and other efforts, the Company believes its trade associations are well aware of its support for the Paris Climate Agreement.

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As outlined in the Report, the Company follows several principles in its management of the risks associated with its membership in trade associations. This includes regular review of memberships when trade association positions do not align with the Company’s views, and the Company may withdraw support for an organization at any time on that basis.

The Report includes a list of U.S.-based trade associations to whom the Company provided \$100,000 or more in support and a portion of those amounts was reported to the Company as being

⁶ https://corporate.exxonmobil.com/News/Newsroom/News-releases/2020/0303_ExxonMobil-proposes-framework-for-industry-wide-methane-regulations.

⁷ <https://oilandgasclimateinitiative.com/about-us/#guidingprinciples>.

⁸ <https://clcouncil.org/>.

used for lobbying. The list of associations disclosed represents approximately 95% of the Company's annual trade association expenditures. While the Company does not expect that any third-party organization made up of dozens or even hundreds of members will be perfectly aligned with its views on all topics at all times, the Company regularly reviews the organizations' public policies for misalignment with the Company's support for the Paris Climate Agreement, and regularly evaluates its continued participation in these organizations, as described in the Report.

The framework of the Proposal is similar to proposals that have requested that companies issue reports describing if, and how, they plan to reduce total contributions to climate change and align operations and investments with the Paris Climate Agreement's goal of maintaining global temperature rise well below 2 degrees Celsius, which the Staff determined could be excluded under Rule 14a-8(i)(10) based on the reports the companies provided. See *Hess Corporation* (Apr. 4, 2020); *Devon Energy Corporation* (Apr. 1, 2020); *Exxon Mobil Corporation* (Mar. 20, 2020); *Chevron Corporation* (Mar. 20, 2020); *Dominion Energy, Inc.* (Mar. 6, 2020). Since the Report addresses the essential objectives of the Proposal, in particular whether the Company's direct and indirect lobbying efforts align with its stated support for the Paris Climate Agreement and related risks, 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 2021 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 Goldberg

Attachment

cc w/ att: James E. Parsons, Exxon Mobil Corporation
Adam M. Kanzer, BNP Paribas

Proposal

Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C—as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate

change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

Exhibit B

Shareholder Correspondence

Clouthier, Marie A

From: Clouthier, Marie A
Sent: Monday, August 24, 2020 2:50 PM
To:
Subject: RE: Shareholder Proposal Submission
Attachments: 2021_Report on Climate Lobbying_BNP Paribas_Ack Ltr_No Proof w Attachment.PDF

Sent on Behalf of Stephen A. Littleton

From: <mailto:>
Sent: Thursday, August 20, 2020 11:14 AM
To: Littleton, Stephen A
Cc: Englande, Sherry M
Subject: Shareholder Proposal Submission

External Email - Think Before You Click

Dear Mr. Littleton:

Attached, please find a shareholder proposal submitted for inclusion in your next proxy statement. As noted in my cover letter, please send all correspondence related to this proposal to my email address, as I do not currently have access to my office.

I look forward to continuing dialogue on these issues.

Sincerely,

Adam Kanzer



The asset manager for a changing world

Adam M. Kanzer
Head of Stewardship - Americas

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BNP PARIBAS
ASSET MANAGEMENT

RECEIVED
AUG 20 2020
S.M. ENGLANDE

August 20, 2020

Mr. Stephen A. Littleton
Secretary
Exxon Mobil Corporation

Via United Parcel Service and email (stephen.a.littleton@exxonmobil.com)

Re: Shareholder Proposal Submission

Dear Mr. Littleton:

I am writing on behalf of BNP Paribas Asset Management (BNPP AM), the investment management arm of BNP Paribas. BNPP AM is a global asset manager with roughly \$490 billion in assets under management. Across our firm's portfolios, we hold more than 150,000 shares of ExxonMobil stock.

As you are aware, we are members of the Climate Action 100+ (CA100+) a global five-year initiative led by investors to engage systemically important greenhouse gas emitters across the global economy that have significant opportunities to drive the clean energy transition and help achieve the goals of the Paris Agreement. We are calling on companies to improve governance on climate change, curb emissions and strengthen climate-related financial disclosures.

As a parallel effort, we helped to launch a set of Investor Expectations on Corporate Climate Lobbying in Europe in 2018, followed by outreach to all U.S.-based CA100+ companies in September, on behalf of 200 institutional investors managing \$6.5 trillion.¹ The letter asked each company to publicly disclose how it ensures that all lobbying efforts are aligned with the goals of the Paris Agreement. The investors did not receive a response from ExxonMobil. By contrast, investors have reached agreement on this topic with more than a dozen European companies, including BP, Shell, Total, VW and Repsol.

As we have not received an adequate response from Exxon, we are submitting the attached proposal for inclusion in your next proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. We have held more than \$2,000 worth of ExxonMobil shares in our BNP Paribas Easy MSCI North America Ex Controversial Weapons portfolio for greater than one year, and will maintain ownership of the required number of shares through the date of the next stockholders' annual meeting. A letter verifying our ownership of ExxonMobil shares from our custodian is forthcoming, under separate cover. A representative of the filers will attend the stockholders' meeting to move the resolution as required by SEC Rules.

¹ You can find the Investor Expectations here:

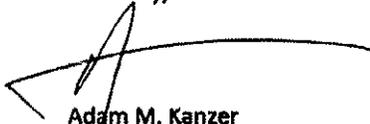
<https://www.ceres.org/sites/default/files/INVESTOR%20EXPECTATIONS%20ON%20CORPORATE%20LOBBYING%20ON%20CLIMATE%20CHANGE%209.19.pdf>

We submitted a substantially similar proposal last year and had a call with Neil Hansen, but were unable to make any progress on our request. Unfortunately, Exxon chose to pursue a no-action letter rather than engage with us on our proposal, and the SEC granted Exxon's request. This proposal received a majority vote at Chevron's annual meeting, and a 46% vote at Delta Airlines.

We may be joined by other investors in submitting this proposal. Please consider BNP Paribas Asset Management as the lead filer.

We welcome the opportunity to discuss these issues further with you and hope that we may be able to reach agreement to allow us to withdraw the proposal. Due to the Covid-19 pandemic, I am currently working from home and can be reached at [redacted] or at [redacted]. Please send all correspondence relating to this proposal to my email address, as I will not be able to retrieve hard copies sent to my office.

Sincerely,



Adam M. Kanzer
Head of Stewardship – Americas

cc:

Sherry M. Englande, Shareholder Relations Manager, Exxon Mobil Corporation (via email)

Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

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We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

ADAM KANZER

1 LBS 1 OF 1
SHIP WT: 1 LBS
DATE: 29 AUG 2020

SHIP MR...STEPHEN A. LITTLETON, SECRETARY
TO:

This Package Has
Been X-Rayed By
Central Mail

IRVING TX 75039-2298



TX 752 9-72



UPS NEXT DAY AIR

1

TRACKING #: 1Z 179 BYY 01 6356 1544



BILLING: P-P

SEP 01 20

104 12.00H 22P 400 31 10 07/2020



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

Stephen A. Littleton
Vice President, Investor Relations
and Secretary



VIA EMAIL

August 24, 2020

Mr. Adam M. Kanzer
Head of Stewardship - Americas
BNP Paribas Asset Management

Dear Mr. Kanzer:

This will acknowledge receipt of the proposal concerning a Report on Climate Lobbying (the "Proposal"), which you have submitted on behalf of BNP Paribas Asset Management (the "Proponent") in connection with ExxonMobil's 2021 annual meeting of shareholders. However, your submission contains procedural deficiencies, which Securities and Exchange Commission ("SEC") regulations require us to bring to your attention.

No Proof of Ownership

In order to be eligible to submit a shareholder proposal, Rule 14a-8 (copy enclosed) requires a proponent to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year through and including the date the shareholder proposal was submitted. For this Proposal, the date of submission is August 20, 2020, which is the date the Proposal was received electronically by email.

The Proponent does not appear in our records as a registered shareholder. Moreover, to date we have not received proof that the Proponent has satisfied these ownership requirements. To remedy this defect, the Proponent must submit sufficient proof verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including August 20, 2020.

As explained in Rule 14a-8(b), sufficient proof must be in the form of:

- a written statement from the "record" holder of the Proponent's shares (usually a broker or a bank) verifying that the Proponent continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including August 20, 2020; or
- if the Proponent has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting the Proponent's ownership of the requisite number of ExxonMobil shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Proponent continuously held the requisite number of ExxonMobil shares for the one-year period.

If the Proponent intends to demonstrate ownership by submitting a written statement from the "record" holder of their shares as set forth in the first bullet point above, please note that 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 that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Such brokers and banks are often referred to as "participants" in DTC. In Staff Legal Bulletin No. 14F (October 18, 2011) (copy enclosed), the SEC staff has taken the view that only DTC participants should be viewed as "record" holders of securities that are deposited with DTC.

The Proponent can confirm whether its broker or bank is a DTC participant by asking its broker or bank or by checking the listing of current DTC participants, which is available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- If the Proponent's broker or bank is a DTC participant, then the Proponent needs to submit a written statement from its broker or bank verifying that the Proponent continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including August 20, 2020.
- If the Proponent's broker or bank is not a DTC participant, then the Proponent needs to submit proof of ownership from the DTC participant through which the securities are held verifying that the Proponent continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including August 20, 2020. The Proponent should be able to find out who this DTC participant is by asking the Proponent's broker or bank. If the Proponent's broker is an introducing broker, the Proponent may also be able to learn the identity and telephone number of the DTC participant through the Proponent's account statements because the clearing broker identified on the Proponent's account statements will generally be a DTC participant. If the DTC participant that holds the Proponent's shares knows the Proponent's broker's or bank's holdings, but does not know the Proponent's holdings, the Proponent needs to satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that for the one-year period preceding and including August 20, 2020, the required amount of securities were continuously held – one from the Proponent's broker or bank, confirming the Proponent's ownership, and the other from the DTC participant, confirming the broker or bank's ownership.

No Authorization

We note that the Proposal does not include proper documentation of authority from the shareholder to BNP Paribas Asset Management as the representative to submit the proposal. Pursuant to SEC Staff Legal Bulletin 14I, the submission of a proposal by proxy (i.e., by a representative rather than by the shareholder directly) must include proper documentation describing the shareholder's delegation of authority to the proxy.

This documentation must:

- identify the shareholder-proponent and the person or entity selected as proxy;
- identify the company to which the proposal is directed;
- identify the annual or special meeting for which the proposal is submitted;
- identify the specific proposal to be submitted (e.g., proposal to lower the threshold for calling a special meeting from 25% to 10%); and
- be signed and dated by the shareholder.

The SEC's rules require that any response to this letter must be postmarked or transmitted electronically to us no later than 14 calendar days from the date this letter is received. Please mail any response to me at ExxonMobil at the address shown above. Alternatively, you may send your response to me via facsimile at _____, or by email to _____.

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.

Adam M. Kanzer
Page 4

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

Sincerely,

A handwritten signature in black ink, appearing to be "S. Kanzer", written in a cursive style.

SAL/tlb

Enclosures

Clouthier, Marie A

From:
Sent: Tuesday, August 25, 2020 10:31 AM
To: Clouthier, Marie A
Cc: Englande, Sherry M; Littleton, Stephen A
Subject: RE: Shareholder Proposal Submission
Attachments: POSITION CERTIFICATE.pdf

Categories: External Sender

External Email - Think Before You Click

Dear Ms. Clouthier –

Attached, please find a letter from our custodian attesting to our ownership of the required number of shares to submit our shareholder proposal. Please let me know if you require anything else.

Sincerely,

Adam Kanzer



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Adam M. Kanzer
Head of Stewardship - Americas

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Classification: Public

From: Clouthier, Marie A
Sent: Monday, August 24, 2020 3:50 PM
To: KANZER Adam
Subject: RE: Shareholder Proposal Submission

Sent on Behalf of Stephen A. Littleton

From:
Sent: Thursday, August 20, 2020 11:14 AM
To: Littleton, Stephen A

Cc: Englande, Sherry M
Subject: Shareholder Proposal Submission

External Email - Think Before You Click

Dear Mr. Littleton:

Attached, please find a shareholder proposal submitted for inclusion in your next proxy statement. As noted in my cover letter, please send all correspondence related to this proposal to my email address, as I do not currently have access to my office.

I look forward to continuing dialogue on these issues.

Sincerely,

Adam Kanzer



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Adam M. Kanzer
Head of Stewardship - Americas

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POSITION CERTIFICATE

Dear Madam, dear Sir,

We, BNP PARIBAS Securities Services, as custodian for BNP PARIBAS Asset Management, are pleased to inform you that as of 20/08/2020, errors or omissions excepted, the following fund position is recorded in our books :

Account Label : BNP PARIBAS EASY – MSCI NORTH AMERICA EX CW

Account Number :

Isin code : US30231G1022

Name of Securities : EXXON MOBIL CORP

Country : UNITED STATES

Position : 63880

Please note that the position on Isin US30231G1022, account _____, had a market value of at least \$ 2,000.00 for at least twelve months prior to, and including, said date of 20/08/2020.

Sincerely yours.

Stephane BAUCHOT
Corporate Action Group Manager

Gaëlle Plique-Lorrain
BSO - Head of Global Custody Operations

Broussard, Jenifer L

From:
Sent: Wednesday, December 9, 2020 2:22 PM
To: Broussard, Jenifer L
Subject: RE: ExxonMobil Would Like to Schedule a Teleconference to Discuss Your Report on Climate Lobbying Proposal

Categories: External Sender

External Email - Think Before You Click

Jennifer –

I'd be happy to speak with Mr. Littleton at 2 CT on the 13th. I will let you know if any of my co-filers are interested in joining the call.

Sincerely,

Adam



BNP PARIBAS
ASSET MANAGEMENT

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Adam M. Kanzer
Head of Stewardship - Americas

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Classification: Public

From: Broussard, Jenifer L
Sent: Wednesday, December 9, 2020 2:32 PM
To: KANZER Adam
Subject: ExxonMobil Would Like to Schedule a Teleconference to Discuss Your Report on Climate Lobbying Proposal

Dear Mr. Kanzer,

We hope that this email finds you well. Stephen Littleton would like to schedule a call to discuss your proposal regarding a report on climate lobbying for inclusion in the 2021 Proxy Statement.

Below you will find suggested date/time (Central Time) slots. We plan for the call to be no longer than 50 minutes. We believe proponent engagement is important and value your perspective on this proposal. so we appreciate your willingness to meet. Please respond to Jenifer Broussard at timing as soon as convenient. with your preferred

Wednesday, 1/13/2021

2:00-2:50PM

Monday, 1/18/2021

11:00-11:50AM

We look forward to talking with you soon.

Kind Regards,

Jenifer L. Broussard
Shareholder Relations Team
Exxon Mobil Corporation

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Broussard, Jenifer L

Subject: Proponent Call: Report on Climate Lobbying
Location: Skype Meeting (Irving Conf Rm 2609)

Start: Wed 1/13/2021 2:00 PM
End: Wed 1/13/2021 2:50 PM
Show Time As: Tentative

Recurrence: (none)

Meeting Status: Not yet responded

Organizer: Broussard, Jenifer L

Required Attendees: Littleton, Stephen A; Englande, Sherry M

Sent on behalf of Stephen Littleton

→ [Join Skype Meeting](#)

Trouble Joining? [Try Skype Web App](#)

Join by phone

(USA, Dallas)

English (United States)

[Find a local number](#)

Conference ID

[Forgot your dial-in PIN?](#) | [Help](#)

Broussard, Jenifer L

From:
Sent: Wednesday, December 9, 2020 3:37 PM
To: Broussard, Jenifer L
Subject: Accepted: Proponent Call: Report on Climate Lobbying
Categories: External Sender

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Bates, Tamara L

From: Littleton, Stephen A
Sent: Thursday, December 3, 2020 10:58 AM
To: Englande, Sherry M
Subject: FW: BMO GAM Exxon Mobil Attestation from custodian
Attachments: ExxonMobil BMO GAM holding_StStreet Attestation.pdf

From: Hakim, Zubair [mailto:ZHAKIM@StateStreet.com]
Sent: Monday, November 30, 2020 8:50 AM
To: Littleton, Stephen A
Cc: van den Beemt, Rosa <Rosa.vandenBeemt@bmo.com>
Subject: BMO GAM Exxon Mobil Attestation from custodian

RECEIVED
DEC 3 2020
S.M. ENGLAND

External Email - Think Before You Click

Information Classification: Limited Access

Hi Stephen,

See attached attestation for BMO Asset Management, Inc holdings of Exxon Mobil.

Thanks,

Zubair Hakim

Assistant Vice President, Client Service Delivery

State Street Trust Company, Canada | Investor Services, Canada | State Street Financial Centre 1100-30 Adelaide St E, Toronto, ON M5C 3G6
P 1 647-775-5012 | zhakim@statestreet.com

www.statestreet.com/ca

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Mr. Stephen A. Littleton
Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298
USA

Via email:

November 30, 2020

RE: BMO S+P 500 INDEX ETF

Letter of Verification of Ownership

Dear Mr. Littleton,

We, State Street Trust Company Canada, have been appointed to act as custodian to the BMO S+P 500 INDEX ETF (the "Fund"), managed by BMO Asset Management, Inc. In our capacity as custodian, we confirm that the Fund holds 100 shares (valued at, at least \$2,000USD) of Exxon Mobil Corporation common stock (Cusip 30231G102).

As of November 30, 2020, we confirm that the Fund has held the one hundred (100) shares of common stock for at least one year.

Sincerely,

Name: Zubair Hakim

Title : AVP Client Service Delivery

Signature

A handwritten signature in black ink, appearing to read "Zubair Hakim", written over a horizontal line.

Bates, Tamara L

From: Littleton, Stephen A
Sent: Friday, December 4, 2020 11:51 AM
To: Englande, Sherry M
Subject: FW: BMO GAM co-filing Climate Lobbying proposal at 2021 Exxon AGM
Attachments: XOM 2020 Climate Lobbying Proposal FINAL.pdf; ExxonMobil - Co-filing Climate Lobbying Report resolution BMO GAM - 30112020 FINAL.pdf; ExxonMobil BMO GAM holding_StStreet Attestation.pdf

From: van den Beemt, Rosa [mailto:Rosa.vandenBeemt@bmo.com]
Sent: Friday, December 4, 2020 9:38 AM
To: Littleton, Stephen A
Cc: adam.kanzer@bnpparibas.com; Van Stijn, Pieter <Pieter.VanStijn@bmogam.com>; LAZAROVA, KALINA <KALINA.LAZAROVA@bmogam.com>
Subject: BMO GAM co-filing Climate Lobbying proposal at 2021 Exxon AGM

External Email - Think Before You Click

Dear Mr. Littleton,

We hope this email finds you well. I am writing to you on behalf of BMO Global Asset Management (BMO GAM), shareholder in Exxon Mobil Corporation. Please see enclosed our intention to co-file the attached shareholder resolution on climate lobbying at Exxon Mobil's 2021 AGM, alongside lead filer BNP Paribas Asset Management. Adam Kanzer ('cced) from BNPP AM has full authority to act on our behalf, including withdrawing the proposal.

Attached are:

- BMO Global Asset Management's co-filing letter
- A copy verification letter of BMO GAM's ownership of Exxon Mobil shares by our custodian State Street, which was also sent to you directly by State Street.
- A copy of the shareholder proposal.

Physical versions of all documents have also been sent by courier.

Please don't hesitate to reach out if you have any inquiries about the attached. We look forward to continued engagement with Exxon on this topic.

Kind regards,

Rosa van den Beemt | Vice President, Responsible Investment Analyst
BMO Global Asset Management | 1 First Canadian Place, 43rd Floor | Toronto, ON, M5X1A1
Phone (mobile): +1 647-334-1756 | Email: Rosa.vandenBeemt@bmo.com

Visit us at bmogam.com

Rosa van den Beemt
VP, Responsible Investment
BMO Global Asset Management

BMO Asset Management Inc.
First Canadian Place
100 King Street West, 43rd Floor
Toronto, ON M5K 1J5

Tel: +1 647-334-1756
rosa.vandenbeemt@bmo.com

November 30, 2020

Mr. Stephen A. Littleton
Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298
USA

Via courier and email:

RE: Shareholder Proposal to Exxon Mobil, filed by BNP Paribas Asset Management

Dear Mr. Littleton,

On behalf BMO Asset Management, Inc., I write to give notice that pursuant to the 2021 proxy statement of Exxon Mobil Corporation (Exxon) and Rule 14a-8 under the Securities Exchange Act of 1934, BMO Asset Management, Inc. intends to co-file the attached proposal with lead filer BNP Paribas Asset Management (BNPP AM) at the 2021 annual meeting of shareholders.

BMO Asset Management, Inc. is a beneficial owner of a hundred shares (or at least \$2,000) and has held these shares for over one year. In addition, BMO Asset Management, Inc. intends to hold the shares through the date on which the Annual Meeting is held. Our custodian will be sending you confirmation of the shares held by BMO Asset Management, Inc through its BMO S+P 500 INDEX ETF no later than December 10th, 2020. A copy of this is enclosed.

As members of the Climate Action 100+ (CA100+) we supported the outreach to U.S.-based CA100+ companies in September, on behalf of 200 institutional investors managing \$6.5 trillion, related to the Investor Expectations on Corporate Climate Lobbying. The letter asked each company to publicly disclose how it ensures that all lobbying efforts are aligned with the goals of the Paris Agreement. The investors did not receive a response from ExxonMobil. By contrast, investors have reached agreement on this topic with more than a dozen European companies, including BP, Shell, Total, VW and Repsol.

Lead-filer Adam Kanzer at BNP Paribas Asset Management will be our representative regarding this resolution with full authority to act on behalf of the co-filers, including withdrawal of the proposal. He can be reached at adam.kanzer@bnpparibas.com.

Sincerely,

Rosa van den Beemt
Vice President, Responsible Investment
BMO Global Asset Management

Pieter van Stijn
Director, Responsible Investment
BMO Global Asset Management

Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.



Mr. Stephen A. Littleton
Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298
USA

Via email:

November 30, 2020

RE: BMO S+P 500 INDEX ETF

Letter of Verification of Ownership

Dear Mr. Littleton,

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As of November 30, 2020, we confirm that the Fund has held the one hundred (100) shares of common stock for at least one year.

Sincerely,

Name: Zubair Hakim

Title : AVP Client Service Delivery

Signature

A handwritten signature in black ink that reads "Zubair Hakim".

Rosa van den Beemt
VP, Responsible Investment
BMO Global Asset Management

RECEIVED

DEC 8 2020

S.M. ENGLANDE

BMO Asset Management Inc.
First Canadian Place
100 King Street West, 43rd Floor
Toronto, ON M5K 1J5

Tel: +1 647-334-1756
rosa.vandenbeemt@bmo.com

November 30, 2020

Mr. Stephen A. Littleton
Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298
USA

Via courier and email:

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BMO Asset Management, Inc. is a beneficial owner of a hundred shares (or at least \$2,000) and has held these shares for over one year. In addition, BMO Asset Management, Inc. intends to hold the shares through the date on which the Annual Meeting is held. Our custodian will be sending you confirmation of the shares held by BMO Asset Management, Inc through its BMO S+P 500 INDEX ETF no later than December 10th, 2020. A copy of this is enclosed.

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Lead-filer Adam Kanzer at BNP Paribas Asset Management will be our representative regarding this resolution with full authority to act on behalf of the co-filers, including withdrawal of the proposal. He can be reached at adam.kanzer@bnpparibas.com.

Sincerely,

Rosa van den Beemt
Vice President, Responsible Investment
BMO Global Asset Management

Pieter van Stijn
Director, Responsible Investment
BMO Global Asset Management



Mr. Stephen A. Littleton
Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298
USA

Via email:

November 30, 2020

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Name: Zubair Hakim

Title : AVP Client Service Delivery

Signature

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We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

This Package Has
Been X-Rayed By
Central Mail

136-234

ROSA VAN DEN DEEMT
6473341758
BANK OF MONTREAL (F9418)
2-85 HOGARTH AVENUE
TORONTO ON M4K1K5
CANADA

0.1 LBS ENV 1 OF 1

SHP#: 74XY 0133 874
SHP WT: 0.1 LBS
DATE: 03 DEC 2020

SHIP TO:
MR. STEPHEN A. LITTLETON, SECRETARY
9729406000
EXXON MOBIL CORPORATION
5959 LAS COLINAS BOULEVARD
IRVING TX 75039-4202
UNITED STATES



TX 752 9-72



UPS SAVER

TRACKING #: 1Z 74X Y01 04 0002 0817

1P



BILLING: P/P
DESC: DOCUMENTS

EDI-DOC

COST CENTRE: F9418



CS 21.0 12 16AC VV59 30.0A 1122020*



RE: Co-filing shareholder proposal 2021 AGM
BMO Global Asset Management

EXXON MOBIL CORPORATION
5859 LAS COLINAS BLVD
IRVING TX 75039
P: RED777 S: 777BW 1:7S
1419-1300
1Z74X1C1040002 0817
SAT 08:00 09:55 & 07:30 07:30
US 75039 NIPPY 24 2 SAT084894
2330



VIA UPS – OVERNIGHT DELIVERY

December 8, 2020

Ms. Rosa van den Beemt
Vice President, Responsible Investment
BMO Global Asset Management
100 King Street West, 43rd Floor
Toronto, ON M5K 1J5

Dear Ms. van den Beemt:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of BMO Global Asset Management (the "Co-filer") the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. However, as explained in more detail below there are deficiencies in your submission that must be corrected in order to establish that you are eligible to submit a proposal – including as a co-filer – under SEC Rule 14a-8 (copy enclosed).

In order to be eligible to submit a shareholder proposal, Rule 14a-8 requires a co-filer to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. For this Proposal, the date of submission is December 4, 2020, which is the date the package was received electronically by email.

The Co-filer does not appear in our records as a registered shareholder. Moreover, the letter provided by State Street only establishes Proponent's continuous ownership of sufficient ExxonMobil shares for the period to and including November 30, 2020, not the date of the Proposal December 4, 2020. To remedy this defect, the Co-filer must submit sufficient proof verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including December 4, 2020.

As explained in Rule 14a-8(b), sufficient proof must be in the form of:

- a written statement from the "record" holder of the Co-filer's shares (usually a broker or a bank) verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 4, 2020; or

- if the Co-filer has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting the Co-filer's ownership of the requisite number of ExxonMobil shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in the first bullet point above, please note that 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 that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Such brokers and banks are often referred to as "participants" in DTC. In Staff Legal Bulletin No. 14F (October 18, 2011) (copy enclosed), the SEC staff has taken the view that only DTC participants should be viewed as "record" holders of securities that are deposited with DTC.

The Co-filer can confirm whether its broker or bank is a DTC participant by asking its broker or bank or by checking the listing of current DTC participants, which may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- If the Co-filer's broker or bank is a DTC participant, then the Co-filer needs to submit a written statement from its broker or bank verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 4, 2020.
- If the Co-filer's broker or bank is not a DTC participant, then the Co-filer needs to submit proof of ownership from the DTC participant through which the securities are held verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 4, 2020. The Co-filer should be able to find out who this DTC participant is by asking the Co-filer's broker or bank. If the Co-filer's broker is an introducing broker, the Co-filer may also be able to learn the identity and telephone number of the DTC participant through the Co-filer's account statements because the clearing broker identified on the Co-filer's account statements will generally be a DTC participant. If the DTC participant that holds the Co-filer's shares knows the Co-filer's broker's or bank's holdings, but does not know the Co-filer's holdings, the Co-filer needs to satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that for the one-year period preceding and including December 4, 2020, the required amount of securities were continuously held – one from the Co-filer's broker or bank, confirming the Co-filer's ownership, and the other from the DTC participant, confirming the broker or bank's ownership. The SEC's rules require that any response to this letter must be postmarked or transmitted electronically to us no later than 14 calendar days from the date this letter is received. Please mail any response to me at ExxonMobil at the address shown above. Alternatively, you may send your response to me via facsimile at _____, or by email to _____.

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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 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.

Sincerely,

A handwritten signature in cursive script, appearing to read "Shery Eglar".

SME/tlb

Enclosures

Englande, Sherry M

From: Englande, Sherry M
Sent: Monday, January 04, 2021 10:07 AM
To: 'adam.kanzer@bnpparibas.com'; Smith, Timothy
Subject: Announcing ExxonMobil's New Lobbying and Trade Association Disclosure

Hello Adam & Tim –

Happy New Year! I hope both of you and all of the BNP Paribas and Boston Trust Teams enjoyed a wonderful break and are looking forward to an exciting New Year!

I wanted to make you aware of ExxonMobil's latest disclosure enhancement. In response to investor feedback from yourselves and others, ExxonMobil released new disclosure designed to enhance transparency related to Lobbying and Advocacy. Our newly designed web content provides greater disclosure of key issues to our business and offers additional insight into ExxonMobil's participation in trade associations, including the process and principles we use each year to assess such memberships, and a listing of trade associations involved in lobbying that receive support of \$100,000 or more from ExxonMobil or its affiliates. Our new disclosure can be accessed on our website at this link:

<https://corporate.exxonmobil.com/Company/Policy/Political-contributions-and-lobbying>

I hope that you find our new disclosure helpful and informative.

Thank you and Happy New Year!
Sherry

Sherry M. Englande
ESG Engagement Manager

Exxon Mobil Corporation

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Englande, Sherry M

From: adam.kanzer@bnpparibas.com
Sent: Monday, January 04, 2021 10:20 AM
To: Englande, Sherry M; Smith, Timothy
Subject: RE: Announcing ExxonMobil's New Lobbying and Trade Association Disclosure

Categories: External Sender

External Email - Think Before You Click

Sherry --

Thanks very much for sharing – very good to see Exxon's recent announcements, including this expansion of your lobbying disclosures. I look forward to reading through this in anticipation of our call next week. I will also be sending you a list of co-filers that have asked to join our call on the 13th.

Happy New Year,

Adam

Classification: Public

From: Englande, Sherry M
Sent: Monday, January 4, 2021 11:09 AM
To: KANZER Adam <adam.kanzer@bnpparibas.com>; Smith, Timothy <tsmith@bostontrustwalden.com>
Subject: Announcing ExxonMobil's New Lobbying and Trade Association Disclosure

Hello Adam & Tim --

Happy New Year! I hope both of you and all of the BNP Paribas and Boston Trust Teams enjoyed a wonderful break and are looking forward to an exciting New Year!

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<https://corporate.exxonmobil.com/Company/Policy/Political-contributions-and-lobbying>

I hope that you find our new disclosure helpful and informative.

Thank you and Happy New Year!
Sherry



Boston Trust Walden

Principled Investing.

RECEIVED

AUG 26 2020

S.M. ENGLANDE

August 26, 2020

Mr. Stephen A. Littleton
Corporate Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

Dear Mr. Littleton:

Boston Trust Walden Company is a private, employee-owned investment management firm with over approximately \$10 billion in assets under management. As part of our investment decision-making process to identify high quality companies with sustainable business models, we evaluate environmental, social, and governance (ESG) factors. We also strive to strengthen ESG policies, practices and accountability through shareholder engagement and proxy voting.

On behalf of our clients who hold shares of Exxon Mobil stock, Boston Trust Walden is co-filing the enclosed shareholder resolution BNP Paribas Asset Management (BNPP AM), who is the primary filer. We hold approximately 438,000 shares in ExxonMobil.

We are filing the enclosed shareholder proposal for inclusion in the 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. We are the beneficial owner, as defined in Rule 13d-3 of the Securities Exchange Act of 1934, of the above mentioned of Exxon Mobil shares.

We have been a shareholder for more than one year continuously holding over \$2,000 of Exxon Mobil shares and will continue to hold over \$2,000 shares of Exxon Mobil stock through the next annual meeting. Verification of our ownership position will be provided by a DTC participant. A representative of the filers will attend the stockholders' meeting to move the resolution as required by SEC rules. We look forward to continuing our meaningful dialogue with top management on this matter. We deputize BNP Paribas Asset Management to act on our behalf and withdraw the resolution.

Please contact me at tsmith@bostontrustwalden.com (617-726-7155) if there are any questions.

Sincerely,

Timothy Smith
Senior Vice President
Director of ESG Shareholder Engagement

Cc: Adam Kanzer, BNP Paribas Asset Management
Sherry Englande, ExxonMobil

Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

Bates, Tamara L

From: Englande, Sherry M
Sent: Wednesday, August 26, 2020 12:35 PM
To: Kern, David A; Parsons, Jim E
Cc: Bates, Tamara L
Subject: FW: BTW Exxon Climate Lobbying Proposal
Attachments: XOM 2020 Climate Lobbying Proposal FINAL.pdf; XOM Lobbying Cover letter_8-20.docx

David & Jim - Looks like Adam Kanzer is now aligned with Tim Smith

Tami - Can you please begin our process for this cofiling?

From: Smith, Timothy [mailto:tsmith@bostontrustwalden.com]
Sent: Wednesday, August 26, 2020 12:21 PM
To: Littleton, Stephen A
Cc: Englande, Sherry M ; adam kanzer (adam.kanzer@bnpparibas.com)
<adam.kanzer@bnpparibas.com>
Subject: FW: BTW Exxon Climate Lobbying Proposal

External Email - Think Before You Click

Dear Mr. Littleton,

I enclose a letter from Boston Trust Walden cofiling the resolution you have received from BNP Paribas Asset Management on climate lobbying. We look forward to continuing the dialogue with you and your colleagues.

Timothy Smith
Director of ESG Shareowner Engagement
Boston Trust Walden | Principled Investing.
1 Beacon Street, 33rd Floor, Boston, MA 02108
Office Phone: 617.726.7155
Email: tsmith@bostontrustwalden.com
Website: www.bostontrustwalden.com

Instructions or requests transmitted by email are not effective until they have been confirmed by Boston Trust Walden. The information provided in this e-mail or any attachments is not an official transaction confirmation or account statement. For your protection, do not include account numbers, Social Security numbers, passwords or other non-public information in your e-mail.

This message and any attachments may contain confidential or proprietary information. If you are not the intended recipient, please notify Boston Trust Walden immediately by replying to this message and deleting it from your computer. Please do not review, copy or distribute this message. Boston Trust Walden cannot accept responsibility for the security of this e-mail as it has been transmitted over a public network.

Englande, Sherry M

From: Englande, Sherry M
Sent: Tuesday, September 01, 2020 7:08 PM
To: 'Smith, Timothy'
Subject: RE: Exxon Mobil Proof of Ownership

Hi Tim –
I appreciate you sending the ownership verification.
We'll review and add it to your file.
I hope all is well with you and the Boston Trust team.
Thank you again –
Sherry

From: Smith, Timothy [mailto:tsmith@bostontrustwalden.com]
Sent: Tuesday, September 01, 2020 2:33 PM
To: Englande, Sherry M
Cc: adam kanzer (adam.kanzer@bnpparibas.com) <adam.kanzer@bnpparibas.com>; Smith, Timothy <tsmith@bostontrustwalden.com>
Subject: Fwd: Exxon Mobil Proof of Ownership

External Email - Think Before You Click

Greetings Sherry ,
I enclose our proof of ownership letter from our custodian in support of the resolution we cofiled with BNP Paribas Asset Management on climate lobbying,
Tim Smith

Melissa A Wolf
Assistant Vice President | Invest Svcs Account Manager
p. 513.639.6150 | melissa.wolf@usbank.com
U.S. Bank
US Bank Tower Cincinnati
425 Walnut St 5th Floor, Cincinnati, OH 45202 |

Instructions or requests transmitted by email are not effective until they have been confirmed by Boston Trust Walden. The information provided in this e-mail or any attachments is not an official transaction confirmation or account statement. For your protection, do not include account numbers, Social Security numbers, passwords or other non-public information in your e-mail.

This message and any attachments may contain confidential or proprietary information. If you are not the intended recipient, please notify Boston Trust Walden immediately by replying to this message and deleting it from your computer. Please do not review, copy or distribute this message. Boston Trust Walden cannot accept responsibility for the security of this e-mail as it has been transmitted over a public network.



Investment Advisor Services
425 Walnut Street
Cincinnati, OH 45202

usbank.com/globalfundservices

August 26, 2020

To Whom It May Concern:

U.S. Bank is the sub custodian for Boston Trust Walden.

In connection with a shareholder proposal submitted by Boston Trust Walden on August 26, 2020 we are writing to confirm that Boston Trust Walden has had beneficial ownership of a least \$2,000 in market value of the voting securities of Exxon Mobil (30231G102) and that such beneficial ownership has existed continuously for one or more years in accordance with rule 14a-8(a)(1) of the Securities Exchange Act of 1934.

U.S. Bank is a DTC participant.

Sincerely,

A handwritten signature in black ink that reads "M Wolf".

Melissa Wolf

Assistant Vice President, Client Service Manager

Investment Services

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

Sherry M. Englande
Manager, ESG Engagement

ExxonMobil

VIA UPS – OVERNIGHT DELIVERY

September 9, 2020

Mr. Timothy Smith
Senior Vice President
Director of ESG Shareholder Engagement
Boston Trust Walden
One Beacon Street
Boston, MA 02108

Dear Mr. Smith:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Boston Trust Walden (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. By copy of a letter from US Bank, share ownership has been verified.

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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.

Sincerely,



SME/tib

Englande, Sherry M

From: Englande, Sherry M
Sent: Friday, October 02, 2020 2:22 PM
To: Bates, Tamara L; Clouthier, Marie A
Subject: FW: Co-filing Shareholder Resolution with BNP Paribas Asset Management
Attachments: 2021 Co Filer ExxonMobil SJP 2 Oct 2020.pdf; XOM 2021 Climate Lobbying Proposal.pdf

Co-filing for Climate Lobbying

From: Robert Wotypka [mailto:robertw@thecapuchins.org]
Sent: Friday, October 02, 2020 2:17 PM
To: Littleton, Stephen A
Cc: adam.kanzer@bnpparibas.com; Englande, Sherry M <sherry.m.englande@exxonmobil.com>; Francis Sherman <francisxsherman@gmail.com>
Subject: Co-filing Shareholder Resolution with BNP Paribas Asset Management

External Email - Think Before You Click

Good day Mr. Littleton

Please see the attached documentation pursuant to the intent to co-file with BNP Paribas Asset Management a resolution on your company's lobbying.

I will post these documents today.

Thank you; I wish you peace and all good ---

Your brother Robert Wotypka, OFM Cap.
The Province of Saint Joseph of the Capuchin Order

**CAPUCHIN
COMMUNITY
SERVICES**

Milwaukee
House of Peace
St. Ben's Community Meal

Robert Wotypka, OFM Cap., Ministry Director
PO Box 5830 Milwaukee WI 53205-0830/Office: House of Peace
414 933 1300 Ext. 1111  robertw@thecapuchins.org
CapuchinCommunityServices.org

October 2, 2020

RECEIVED

OCT 2 2020

S.M. ENGLANDE

Stephen Littleton
VP Investor Relations and Corp. Secretary
ExxonMobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039

Dear Mr. Littleton,

The Province of Saint Joseph of the Capuchin Order is a long term shareholder in ExxonMobil Corporation. My work as the Corporate Responsibility agent for the province requires that I engage the companies in which we are stakeholders to ensure that their policies, procedures, and practices recognize and support the common good. In communication with other investors, I bring you my concerns regarding the company's climate lobbying practices. The Capuchins partner with members of Climate Action 100+ who seek to understand if and how Exxon aligns its lobbying efforts with the Paris Agreement.

I am therefore co-filing the enclosed climate lobbying resolution. We submit this resolution for inclusion in the proxy statement in accordance with Rule 14a-8 of the general rules and regulations of the Securities Exchange Act of 1934. A representative of the filers will attend the annual general meeting to move the resolution as required by SEC rules. The Province of Saint Joseph of the Capuchin Order is the beneficial owner of ExxonMobil stock worth in excess of the \$2,000 required for filing, the verification of which will arrive by separate letter from RBC Wealth Management. We have held the requisite amount of stock for over a year and intend to maintain ownership through the annual general meeting in 2021.

BNP Paribas Asset Management will act as primary filer of this resolution, and the primary contact will be Adam Kanzer (917-721-0608). We hereby deputize BNP Paribas to act on our behalf.

Sincerely,

your brother Robert Wotypka, OFM Cap.

Robert Wotypka, OFM Cap.
Corporate Responsibility agent - The Saint Joseph Province of the Capuchin Order
robertw@thecapuchins.org
414 509 8460

cc: Adam Kanzer – BNP Paribas (adam.kanzer@bnpparibas.com)
Sherry Englade ExxonMobil
Francis Sherman Seventh Generation Interfaith (francisxsherman@gmail.com)

Ministry sites

St. Ben's Community Meal
930 W State St Milwaukee WI 53233
414 271 0135

House of Peace
1702 W Walnut St Milwaukee WI 53205
414 933 1300



Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Supporting Statement

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In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

**CAPUCHIN
COMMUNITY
SERVICES**

Milwaukee
House of Peace
St. Ben's Community Meal

Robert Wotypka, OFM Cap., Ministry Director
PO Box 5830 Milwaukee WI 53205-0830/Office: House of Peace
414 933 1300 Ext. 1111  robertw@thecapuchins.org
CapuchinCommunityServices.org

RECEIVED

OCT 06 2020

S. A. LITTLETON

October 2, 2020

Stephen Littleton
VP Investor Relations and Corp. Secretary
ExxonMobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039

Dear Mr. Littleton,

The Province of Saint Joseph of the Capuchin Order is a long term shareholder in ExxonMobil Corporation. My work as the Corporate Responsibility agent for the province requires that I engage the companies in which we are stakeholders to ensure that their policies, procedures, and practices recognize and support the common good. In communication with other investors, I bring you my concerns regarding the company's climate lobbying practices. The Capuchins partner with members of Climate Action 100+ who seek to understand if and how Exxon aligns its lobbying efforts with the Paris Agreement.

I am therefore co-filing the enclosed climate lobbying resolution. We submit this resolution for inclusion in the proxy statement in accordance with Rule 14a-8 of the general rules and regulations of the Securities Exchange Act of 1934. A representative of the filers will attend the annual general meeting to move the resolution as required by SEC rules. The Province of Saint Joseph of the Capuchin Order is the beneficial owner of ExxonMobil stock worth in excess of the \$2,000 required for filing, the verification of which will arrive by separate letter from RBC Wealth Management. We have held the requisite amount of stock for over a year and intend to maintain ownership through the annual general meeting in 2021.

BNP Paribas Asset Management will act as primary filer of this resolution, and the primary contact will be Adam Kanzer (917-721-0608). We hereby deputize BNP Paribas to act on our behalf.

Sincerely,

your brother Robert Wotypka, OFM Cap.

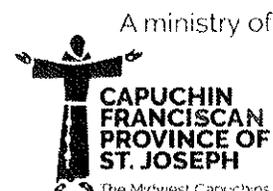
Robert Wotypka, OFM Cap.
Corporate Responsibility agent - The Saint Joseph Province of the Capuchin Order
robertw@thecapuchins.org
414 509 8460

cc: Adam Kanzer – BNP Paribas (adam.kanzer@bnpparibas.com)
Sherry Englande ExxonMobil
Francis Sherman Seventh Generation Interfaith (francisxsherman@gmail.com)

Ministry sites

St. Ben's Community Meal
930 W State St Milwaukee WI 53233 414 271 0135

House of Peace
1702 W Walnut St Milwaukee WI 53205
414 933 1300



Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

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As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

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We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.



**Wealth
Management**

RECEIVED

OCT 14 2020

S. A. LITTLETON

18500 West Corporate Drive
Suite 100
Brookfield, WI 53045-6309

Office: 262.395.9111
Fax: 262.395.1119
Toll Free: 800.388.3246
www.rbcwm-usa.com

October 2, 2020

Stephen Littleton
VP Investor Relations and Corp. Secretary
ExxonMobil Corporation
5959 Las Colinas Boulevard
Irving, TX 70539

Dear Mr. Littleton:

The Province of the Capuchin Order Corporate Responsibility Account with address of 930 West State Street, Milwaukee, WI 53233, has held at least \$2000.00 of the common stock of Exxon Mobil Corporation uninterruptedly for over one year from the date of this letter. The Capuchin Order has informed us of their intention to hold the shares through next year's annual meeting.

RBC Capital Markets, LLC holds shares with our custodian, the Depository Trust Company and our participant number is

Thank you.

Paul Wartman
Senior Vice President –
Financial Advisor
RBC Wealth Capital Markets, LLC
(262) 395-1114

Although it is our understanding that the Province fully intends to own the referenced stock position for the stated time period, this is not guaranteed by RBC Wealth Management.

Cc: Attn: Robert Wotypka

Investment and insurance products: • Not insured by the FDIC or any other federal government agency
• Not a deposit of, or guaranteed by, the bank or an affiliate of the bank • May lose value



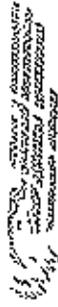
**Wealth
Management**

18500 West Corporate Drive
Suite 200
Brookfield, WI 53045-5309

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Stephen Littleton
VP Investor Relations and Corp. Secretary
ExxonMobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039

12E-SNP 75039 

Clouthier, Marie A

From: Clouthier, Marie A
Sent: Tuesday, October 20, 2020 3:32 PM
To: 'robertw@thecapuchins.org'
Subject: Acknowledging Receipt of Your Letter
Attachments: 2021_ROCL_Capuchin_Ack Letter_Proof Verified.docx

Sent on behalf of Sherry M. Englande

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

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

Sherry M. Englande
Manager, ESG Engagement

ExxonMobil

VIA E-Mail

October 20, 2020

Reverend Robert Wotypka, OFM Cap.
Corporate Responsibility Agent
The Province of St. Joseph of the Capuchin Order
930 West State St.
Milwaukee, WI 53233

Dear Reverend Wotypka:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of The Province of St. Joseph of the Capuchin Order (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. By copy of a letter from RBC Wealth Management, share ownership has been verified.

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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.

Sincerely,



SME/tlb

c: Adam M. Kanzer

Englande, Sherry M

From: Robert Wotypka <robertw@thecapuchins.org>
Sent: Friday, November 06, 2020 12:31 PM
To: Englande, Sherry M
Cc: Christopher Cox; Clouthier, Marie A
Subject: Your letter dated 16 October 2020

External Email - Think Before You Click

Hello Ms. Englande:

I wish you peace and all good. Concerning the subject inquiry letter dated October 16th, please know that I want to make it clear that The Province of St. Joseph of the Capuchin Order grants authority to the lead filer, BNP Paribas Asset Management, to act on our behalf including with respect to any potential negotiated withdrawal of the Proposal.

Feel free to communicate with me regarding this via email or the number given below.

Please confirm that this answers your questions and if there are any further steps I need to take.

I am at your service, with thanks ---

Your brother Robert Wotypka, OFM Cap.
Corporate Responsibility agent – The Province of Saint Joseph of the Capuchin Order
414 509 8460



September 30, 2020

Stephen Littleton
VP Investor Relations and Corp. Secretary
ExxonMobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039

RECEIVED
OCT 1 2020
S.M. ENGLANDE

(via USPS and e-mail)

Dear Mr. Littleton:

Dana Investment Advisors holds at least 34,000 shares of ExxonMobil on behalf of clients (including 1,000 shares in the Dana Large Cap Equity Fund, the proponent of this proposal) for whom we integrate environmental, social, and governance analysis (ESG) into investment decision-making. Dana Investment Advisors is an investment manager with \$6.5 billion in assets under management. We have been a continuous ExxonMobil Corporation shareholder for more than one year, holding at least \$2,000 worth of Exxon stock, and will continue holding at least \$2,000 worth of Exxon stock through the stockholders' meeting.

Dana, a member of Climate Action 100+, seeks to understand if and how Exxon aligns its lobbying efforts with the Paris Agreement. We are co-filing the enclosed shareholder proposal for inclusion in the 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. Verification of ownership is enclosed. A representative of the filers will attend the stockholders' meeting to move the resolution as required by the SEC rules.

BNP Paribas Asset Management will act as primary filer of this resolution, and the primary contact will be Adam Kanzer (917-721-0608). We hereby deputize BNP Paribas to act on our behalf.

Sincerely,

Ann Roberts
ESG Analyst
annr@danainvestment.com
(817) 233-5525

cc: Adam Kanzer (adam.kanzer@bnpparibas.com), Sherry Englande

Enclosures



September 30, 2020

Stephen Littleton
VP Investor Relations and Corp. Secretary
ExxonMobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039

Dear Mr. Littleton,

Please be advised that Huntington National Bank (Depository Trust Company Participant ID 2305) held 1,000 shares of Exxon Mobil Corporation (XOM) (CUSIP# 30231G102) as of September 30, 2020 for our client and beneficial owner, the Dana Large Cap Equity Fund, of which at least 1,000 shares have been continuously held since October 1st, 2019 by Dana Large Cap Equity Fund.

Please feel free to contact me if you have any questions.

Sincerely,

A handwritten signature in black ink that reads 'Kelli Hermen'. The signature is written in a cursive style and is positioned above a horizontal line.

Kelli Hermen

Vice President/Trust Officer
Trust Fund Relationship Manager 3

The Huntington National Bank
7 Easton Oval
EA5W72
Columbus OH 43219
Kelli.Hermen@huntington.com

Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

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As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

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We urge the Board and management to assess the company's climate related lobbying and report to shareholders.



DANA | Investment
Advisors
THE WISE CHOICE

RECEIVED

OCT 02 2020

S. A. LITTLETON

September 30, 2020

Stephen Littleton
VP Investor Relations and Corp. Secretary
ExxonMobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039

(via United Parcel Service and e-mail)

Dear Mr. Littleton:

Dana Investment Advisors holds at least 34,000 shares of ExxonMobil on behalf of clients (including 1,000 shares in the Dana Large Cap Equity Fund, the proponent of this proposal) for whom we integrate environmental, social, and governance analysis (ESG) into investment decision-making. Dana Investment Advisors is an investment manager with \$6.5 billion in assets under management. We have been a continuous ExxonMobil Corporation shareholder for more than one year, holding at least \$2,000 worth of Exxon stock, and will continue holding at least \$2,000 worth of Exxon stock through the stockholders' meeting.

Dana, a member of Climate Action 100+, seeks to understand if and how Exxon aligns its lobbying efforts with the Paris Agreement. We are co-filing the enclosed shareholder proposal for inclusion in the 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. Verification of ownership is enclosed. A representative of the filers will attend the stockholders' meeting to move the resolution as required by the SEC rules.

BNP Paribas Asset Management will act as primary filer of this resolution, and the primary contact will be Adam Kanzer (917-721-0608). We hereby deputize BNP Paribas to act on our behalf.

Sincerely,

Ann Roberts
ESG Analyst
annr@danainvestment.com
(817) 233-5525

cc: Adam Kanzer (adam.kanzer@bnpparibas.com)

Enclosures

Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Supporting Statement

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We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

September 30, 2020

Stephen Littleton
VP Investor Relations and Corp. Secretary
ExxonMobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039

Dear Mr. Littleton,

Please be advised that Huntington National Bank (Depository Trust Company Participant ID 2305) held 1,000 shares of Exxon Mobil Corporation (XOM) (CUSIP# 30231G102) as of September 30, 2020 for our client and beneficial owner, the Dana Large Cap Equity Fund, of which at least 1,000 shares have been continuously held since October 1st, 2019 by Dana Large Cap Equity Fund.

Please feel free to contact me if you have any questions.

Sincerely,



Kelli Hermen

Vice President/Trust Officer
Trust Fund Relationship Manager 3

The Huntington National Bank
7 Easton Oval
EA5W72
Columbus OH 43219
Kelli.Hermen@huntington.com

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Mr. Stephen Littleton
Vice President-Investor Relations and Secretary
Exxon Mobil Corp.
5959 Las Colinas Blvd.
Irving, TX 75039

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Englande, Sherry M

From: Littleton, Stephen A
Sent: Wednesday, October 21, 2020 9:37 PM
To: Englande, Sherry M
Subject: FW: Climate lobbying resolution
Attachments: DanaExxonCoFileLetter2021.pdf; ExxonClimateLobbyingProposal2021.pdf; HuntingtonExxonLetter2021.pdf

Stephen Littleton
Vice President, Investor Relations & Secretary
Exxon Mobil Corporation

From: Ann Roberts [mailto:AnnR@danainvestment.com]
Sent: Thursday, October 1, 2020 8:01 AM
To: Littleton, Stephen A
Cc: Englande, Sherry M ; adam.kanzer@bnpparibas.com
Subject: Climate lobbying resolution

External Email - Think Before You Click

Mr. Littleton,

Please see the documents attached below. I mailed hard copies to you yesterday.

Thank you,
Ann Roberts

Ann Roberts
ESG Analyst | Dana Investment Advisors

817.233.5525 **voice**
262.782.0581 **fax**
annr@danainvestment.com
www.danainvestment.com
P O Box 1067 / Brookfield, WI 53008-1067
20700 Swenson Drive / Suite 400 / Waukesha, WI 53186



This email is intended for the sole use of the addressee(s) only and may contain privileged, confidential, or proprietary information that is exempt from disclosure under law. If you have received this message in error, please inform us promptly by reply e-mail, then delete this email and destroy any printed copies. This communication is not an offer, recommendation or solicitation with respect to the purchase or sale of any security. Any material enclosed or attached is based upon information believed to be reliable, but is not guaranteed. Email correspondence that is either sent to and/or received from Dana Investment Advisors is not treated as private in all circumstances, as such communications are routinely subject to internal audit procedures, review by industry regulators, and can be subsequently archived for potential retrieval at a future date. If you believe that some of the content of this email or its attachments has been lost, misappropriated or altered in any way prior to your receipt of this message, please contact Dana Investment Advisors directly at 262-782-3631.



DANA | Investment
Advisors
THE WISE CHOICE

September 30, 2020

Stephen Littleton
VP Investor Relations and Corp. Secretary
ExxonMobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039

(via USPS and e-mail)

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Ann Roberts
ESG Analyst
annr@danainvestment.com
(817) 233-5525

cc: Adam Kanzer (adam.kanzer@bnpparibas.com), Sherry Englande

Enclosures

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September 30, 2020

Stephen Littleton
VP Investor Relations and Corp. Secretary
ExxonMobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039

Dear Mr. Littleton,

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Please feel free to contact me if you have any questions.

Sincerely,

A handwritten signature in black ink that reads 'Kelli Hermen'. The signature is written in a cursive style and is positioned above a solid horizontal line.

Kelli Hermen

Vice President/Trust Officer
Trust Fund Relationship Manager 3

The Huntington National Bank
7 Easton Oval
EA5W72
Columbus OH 43219
Kelli.Hermen@huntington.com

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

Sherry M. Englande
Manager, ESG Engagement



VIA UPS – OVERNIGHT DELIVERY

October 15, 2020

Ms. Ann Roberts
ESG Analyst
DANA Investment Advisors, Inc.
20700 Swenson Drive, Suite 400
Waukesha, WI 53186

Dear Ms. Roberts:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of DANA Investment Advisors, Inc. (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. By copy of a letter from Huntington National Bank, share ownership has been verified.

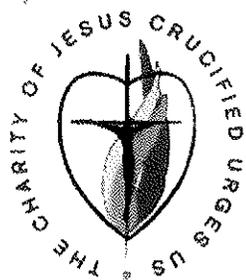
In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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.

Sincerely,

A handwritten signature in black ink that reads "Sherry Englande". The signature is written in a cursive, flowing style.

SME/tlb



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PROVINCE *of* ST. LOUISE

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NOV 10 2020

S. A. LITTLETON

November 6, 2020

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

Dear Mr. Littleton:

Daughters of Charity, Inc. ("Daughters of Charity") has long been concerned not only with the financial returns of its investments, but also with the social and ethical implications of its investments. We believe that a demonstrated corporate responsibility in matters of the environment, social and governance concerns fosters long-term business success. Daughters of Charity is currently the beneficial owner of shares of ExxonMobil Corporation.

Daughters of Charity is filing the enclosed resolution which requests the Board of Directors conduct an evaluation and issue a report within the next year describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Daughters of Charity is co-filing this proposal submission with the co-lead filers, California Public Employees' Retirement System and BNP Paribas Asset Management. The enclosed proposal is for inclusion in the 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. Daughters of Charity has been a shareholder continuously for more than one year holding at least \$2,000 in market value and will continue to invest in at least the requisite number of shares for proxy resolutions through the annual shareholders' meeting. The verification of ownership by our custodian, a DTC participant, is enclosed with this letter. Either of the co-lead filers may withdraw the proposal on our behalf. We respectfully request direct communications from ExxonMobil, and to have our supporting statement and organization name included in the proxy statement.

We look forward to having productive conversations with the company. Please direct future correspondence to Mary Minette, who will be working on behalf of the Daughters of Charity, Province of St. Louise. Her contact information is: phone - 703-507-9651; email - mminette@mercyinvestments.org; address - 2039 No. Geyer Rd., St. Louis, MO 63131.

Best regards,

Sister Teresa George, D.C.

Provincial Treasurer

Daughters of Charity, Province of St. Louise

Climate Lobbying Report

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We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

50 South La Salle Street
Chicago, Illinois 60603
(312) 557-2000



NORTHERN
TRUST

November 06, 2020

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

Re: Certification of Ownership: Daughters of Charity Inc. Account Number

This letter will certify that as of November 06, 2020 The Northern Trust Company held for the beneficial interest of The Daughters of Charity Inc. 95 shares of Exxon Mobil Corporation (CUSIP: 30231G102).

We confirm that the Daughters of Charity has beneficial ownership of the voting Exxon Mobil Corporation and that such beneficial ownership has existed continuously since December 8, 2014 in accordance with rule 14a-8(a)(1) of the Securities Exchange Act of 1934.

Further, it is the intent to hold at least \$2,000 in market value through the next annual meeting.

Please be advised, Northern Trust Securities Inc., employs National Financial Services for clearing purposes. National Financial Services DTC number is 0226.

If you have any questions, please feel free to give me a call.

Best,

Ava Gordon

Amg14@ntrs.com
312-557-6336

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TO: STEPHEN A. LITTLETON
EXXON MOBIL CORPORATION
5959 LAS COLINAS BLVD.

IRVING TX 75039

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S. A. LITTLETON

MEMO

November 10, 2020

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

RE: Error on Filing Letter for Resolutions

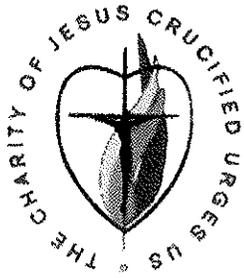
ExxonMobil was sent three proposal via FedEx last week. Mercy Investment Services' proposal was sent on Wednesday, November 4 (received November 5) and Congregation of St. Joseph and Daughters of Charity was sent on Friday, November 6, received today, Tuesday, November 10. An error was made in the original cover letter listing of the lead filer, which was listed as co-lead filers of California Public Employees' Retirement System and BNP Paribas Asset Management. There is only one lead filer, BNP Paribas Asset Management on this particular filing.

Corrected cover letters are included. Please let us know if any further action needs to be taken, such as refiling, otherwise we will assume this correction suffices.

We are sorry for the error.

Thank you.

Mary Minette
Mercy Investment Services



DAUGHTERS of CHARITY

PROVINCE of ST. LOUISE

November 6, 2020

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

Dear Mr. Littleton:

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UNITED STATES US

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STEPHEN LITTLETON
EXXON MOBIL CORPORATION
5959 LAS COLINAS BLVD.

IRVING TX 75039
800 343-0000

Extremely Urgent



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

Sherry M. Englande
Manager, ESG Engagement



VIA UPS – OVERNIGHT DELIVERY

November 16, 2020

Ms. Mary Minette
On behalf of Daughter of Charity Province of St. Louise
Director of Shareholder Advocacy
Mercy Investment Services
2039 North Geyer Road
St. Louis, MO 63131

Dear Ms. Minette:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Daughters of Charity Province of St. Louise (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. By copy of a letter from , share ownership has been verified.

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Sincerely,

A handwritten signature in black ink that reads "Sherry Englande". The signature is written in a cursive, flowing style.

SME/tlb

Englande, Sherry M

From: Mike Toulch <mtoulch@share.ca>
Sent: Thursday, November 26, 2020 2:16 PM
To: Littleton, Stephen A
Cc: Englande, Sherry M; adam.kanzer@bnpparibas.com
Subject: Fonds de Solidarité FTQ - Shareholder proposal
Attachments: 201125_FTQ_XOM_proposal.pdf

External Email - Think Before You Click

Dear Mr. Littleton,

I write to inform you that the Fonds de Solidarité FTQ, a shareholder of Exxon Mobil Corporation, is filing a shareholder resolution ahead of the company's 2021 AGM along with lead filer BNP Paribas Asset Management (BNPP AM).

Attached to this email, please find the following documents:

1. A cover letter to Exxon Mobil from the Fonds de Solidarité FTQ;
2. Text of the shareholder resolution; and
3. A custodian letter confirming the Fonds de Solidarité FTQ's share ownership in Exxon Mobil.

Upon review of these documents, please do not hesitate to let me know if you have any questions.

Best regards,

Michael Toulch
Senior Engagement Analyst



SHARE's Toronto office is located on the territories of the Mississaugas of the Credit, Anishnabeg, Chippewa, Haudenosaunee and Wendat peoples

November 25, 2020

Mr. Stephen A. Littleton
Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

Re: Shareholder Proposal for 2021 Annual General Meeting (AGM)

Dear Mr Littleton;

On behalf of the Fonds de solidarité FTQ (the "Fonds") I am writing to give notice that pursuant to the 2019 Proxy Statement of Exxon Mobil Corporation (the "Company") and Rule 14a-8 under the Securities Exchange Act of 1934, the Fonds intends to present the attached proposal (the "Proposal") at the 2021 annual meeting of shareholders (the "Annual Meeting"). We are co-filing this proposal with lead filer, BNP Paribas Asset Management (BNPP AM).

Attached is documentation from RBC Investor & Treasury Services confirming that the Fonds is the beneficial owner of between 55 000 and 60 000 shares of voting common stock (the "Shares") of the Company, and has held the Shares for over one year. In addition, the Fonds intends to continue its ownership of the Shares through the date on which the Annual Meeting is held.

The Proposal is attached. I represent that the Fonds or its agent intends to appear in person or by proxy at the Annual Meeting to present the Proposal. I declare that the Fonds has no "material interest" other than that believed to be shared by stockholders of the Company generally. The Fonds will promptly notify the Company in writing if any of this information changes.

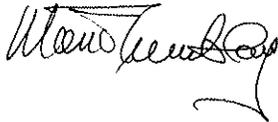
We hereby request that the proposal and the enclosed supporting statement be included in, or attached to, the management proxy circular to be issued in respect of the Annual Meeting for consideration by shareholders. We further request that the proposal be identified on the Annual Meeting's form of proxy as a matter to be voted for or against by the beneficial and registered shareholders of the Company.

We authorize BNPP AM, as lead filer, to withdraw the proposal on behalf of the Fonds, if an agreement is reached.

Please direct all questions and correspondence for the Fonds to Michael Toulch at the Shareholder Association for Research and Education, at:

SHARE - Shareholder Association for Research & Education
Suite 220 – 401 Richmond Street West, Toronto, ON M5V 3A8
tel: 416-306-6463 e-mail: mtoulch@share.ca

Sincerely,

A handwritten signature in black ink, appearing to read "Mario Tremblay". The signature is fluid and cursive, with a prominent loop at the end.

Mario Tremblay
Senior Vice-President, Public and Corporate Affairs and Marketing

Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.



Investor &
Treasury Services

November 25th 2020

RE: ExxonMobil Corporation

ISIN: US30231G1022

CUSIP: 30231G102

To Whom It May Concern:

Please be advised that we wish to confirm between **55,000 and 60,000** shares of the above security were continuously beneficially owned by the Fonds de solidarité FTQ for a period of one year (from **November 25th, 2019** to **November 25th, 2020**), and held in the name of RBC Investor & Treasury Service through the **Depository Trust Company**

Fonds de solidarité FTQ has the authority to vote these shares at the upcoming 2020 annual general meeting of shareholders on the condition that they are still holding these shares as of the meeting record date.

Please do not hesitate to contact me if you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read 'Caroline Audet'.

Caroline Audet

Manager, Client Management

Caroline.audet@rbc.com



VIA UPS – OVERNIGHT DELIVERY

December 8, 2020

Mr. Michael Toulch
SHARE - Shareholder Association for Research & Education
Suite 220 - 401 Richmond Street West
Toronto, ON M5V 3A8

Dear Mr. Toulch:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Fonds de solidarité FTQ (the "Co-filer") the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. However, as explained in more detail below there are deficiencies in your submission that must be corrected in order to establish that you are eligible to submit a proposal – including as a co-filer – under SEC Rule 14a-8 (copy enclosed).

In order to be eligible to submit a shareholder proposal, Rule 14a-8 requires a co-filer to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. For this co-filing, the date of submission is November 26, 2020, which is the date the package was received electronically by email.

The Co-filer does not appear in our records as a registered shareholder. Moreover, the letter provided by RBC Wealth Management only establishes Co-filer's continuous ownership of sufficient ExxonMobil shares for the period to and including November 25, 2020, not the date of the Proposal November 26, 2020. To remedy this defect, the Co-filer must submit sufficient proof verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including November 26, 2020.

As explained in Rule 14a-8(b), sufficient proof must be in the form of:

- a written statement from the "record" holder of the Co-filer's shares (usually a broker or a bank) verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 26, 2020; or

- if the Co-filer has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting the Co-filer's ownership of the requisite number of ExxonMobil shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in the first bullet point above, please note that 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 that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Such brokers and banks are often referred to as "participants" in DTC. In Staff Legal Bulletin No. 14F (October 18, 2011) (copy enclosed), the SEC staff has taken the view that only DTC participants should be viewed as "record" holders of securities that are deposited with DTC.

The Co-filer can confirm whether its broker or bank is a DTC participant by asking its broker or bank or by checking the listing of current DTC participants, which may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- If the Co-filer's broker or bank is a DTC participant, then the Co-filer needs to submit a written statement from its broker or bank verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 26, 2020.
- If the Co-filer's broker or bank is not a DTC participant, then the Co-filer needs to submit proof of ownership from the DTC participant through which the securities are held verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 26, 2020. The Co-filer should be able to find out who this DTC participant is by asking the Co-filer's broker or bank. If the Co-filer's broker is an introducing broker, the Co-filer may also be able to learn the identity and telephone number of the DTC participant through the Co-filer's account statements because the clearing broker identified on the Co-filer's account statements will generally be a DTC participant. If the DTC participant that holds the Co-filer's shares knows the Co-filer's broker's or bank's holdings, but does not know the Co-filer's holdings, the Co-filer needs to satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that for the one-year period preceding and including November 26, 2020, the required amount of securities were continuously held – one from the Co-filer's broker or bank, confirming the Co-filer's ownership, and the other from the DTC participant, confirming the broker or bank's ownership. The SEC's rules require that any response to this letter must be postmarked or transmitted electronically to us no later than 14 calendar days from the date this letter is received. Please mail any response to me at ExxonMobil at the address shown above. Alternatively, you may send your response to me via facsimile at _____, or by email to _____.

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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.

Michael Toulch
Page 3

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 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.

Sincerely,

A handwritten signature in cursive script, appearing to read "Shery Eglar".

SME/tlb

Enclosures



RECEIVED
NOV 04 2020
S. A. LITTLETON

November 4, 2020

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

Dear Mr. Littleton:

Mercy Investment Services, Inc. ("Mercy"), the investment program of the Sisters of Mercy of the Americas, has long been concerned not only with the financial returns of its investments, but also with their social and ethical implications. We believe that demonstrated corporate responsibility in matters of the environment, and social and governance concerns fosters long-term business success. Mercy, a long-term investor, is currently the beneficial owner of shares of Exxon Mobil Corporation.

Mercy is co-filing the enclosed resolution which requests the Board of Directors conduct an evaluation and issue a report within the next year describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Mercy is co-filing the enclosed shareholder proposal with the co-lead filers, California Public Employees' Retirement System and BNP Paribas Asset Management for inclusion in the 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulation of the Securities Exchange Act of 1934. Mercy has been a shareholder continuously for more than one year holding at least \$2,000 in market value and will continue to invest in at least the requisite number of shares for proxy proposals through the annual shareholders' meeting. A representative of the filers will attend the Annual Meeting to move the proposal as required by SEC rules. The verification of ownership by our custodian, a DTC participant, is enclosed with this letter. Either of the co-lead filers may withdraw the proposal on our behalf. We respectfully request direct communications from Exxon Mobil Corporation, and to have our supporting statement and organization name included in the proxy statement.

We look forward to having productive conversations with the company. If you have questions regarding our submission, please direct all future correspondence, including an email acknowledgement of receipt of this letter and shareholder proposal to me via the information below.

Best regards,

A handwritten signature in cursive script, appearing to read "Mary Minette".

Mary Minette
Director of Shareholder Advocacy
703-507-9651
mminette@mercyinvestments.org

Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Supporting Statement

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Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.



November 4, 2020

Stephen A. Littleton
Secretary
Exxon Mobil
5959 Las Colinas Boulevard
Irving, TX 75039-2298

Re: Mercy Investment Services Inc.

Dear Stephen,

This letter will certify that as of November 4, 2020, Northern Trust held for the beneficial interest of Mercy Investment Services Inc., 115 shares of Exxon Mobil. We confirm that Mercy Investment Services Inc. has beneficial ownership of at least \$2,000 in market value of the voting securities of Exxon Mobil, and that such beneficial ownership has existed continuously for at least one year including a one year period preceding and including November 4, 2020, in accordance with rule 14a-8 of the Securities Exchange Act of 1934. Further, it is Mercy Investment Services Inc., intent to hold at least \$2,000 in market value through the next annual meeting.

We also confirm that as of the filing date, November 4, 2020, Mercy Investment Services Inc., held 77,456 additional shares of Exxon Mobil with a market value of \$2,573,862.88

Please be advised, Northern Trust is a DTC Participant, whose DTC number is 2669.

If you have any questions please feel free to give me a call.

Sincerely,

Joe Wilimczyk
Officer
312 444 4146



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SSS

STEPHEN LITTLETON
EXXONMOBIL CORPORATION
5959 LAS COLINAS BLVD.

IRVING TX 75039

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Been X-Rayed By
Central Mail



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

Sherry M. Engle
Manager, ESG Engagement

ExxonMobil

VIA UPS – OVERNIGHT DELIVERY

November 10, 2020

Ms. Mary Minette
Director of Shareholder Advocacy
Mercy Investment Services
2039 North Geyer Road
St. Louis, MO 63131

Dear Ms. Minette:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Mercy Investment Services (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. By copy of a letter from Northern Trust, share ownership has been verified.

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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.

Sincerely,



SME/tib

RECEIVED

NOV 11 2020

S. A. LITTLETON

MEMO

November 10, 2020

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

RE: Error on Filing Letter for Resolutions

ExxonMobil was sent three proposal via FedEx last week. Mercy Investment Services' proposal was sent on Wednesday, November 4 (received November 5) and Congregation of St. Joseph and Daughters of Charity was sent on Friday, November 6, received today, Tuesday, November 10. An error was made in the original cover letter listing of the lead filer, which was listed as co-lead filers of California Public Employees' Retirement System and BNP Paribas Asset Management. There is only one lead filer, BNP Paribas Asset Management on this particular filing.

Corrected cover letters are included. Please let us know if any further action needs to be taken, such as refile, otherwise we will assume this correction suffices.

We are sorry for the error.

Thank you.

Mary Minette
Mercy Investment Services



November 4, 2020

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

Dear Mr. Littleton:

Mercy Investment Services, Inc. ("Mercy"), the investment program of the Sisters of Mercy of the Americas, has long been concerned not only with the financial returns of its investments, but also with their social and ethical implications. We believe that demonstrated corporate responsibility in matters of the environment, and social and governance concerns fosters long-term business success. Mercy, a long-term investor, is currently the beneficial owner of shares of Exxon Mobil Corporation.

Mercy is co-filing the enclosed resolution which requests the Board of Directors conduct an evaluation and issue a report within the next year describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Mercy is co-filing the enclosed shareholder proposal with the lead filer, BNP Paribas Asset Management, for inclusion in the 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulation of the Securities Exchange Act of 1934. Mercy has been a shareholder continuously for more than one year holding at least \$2,000 in market value and will continue to invest in at least the requisite number of shares for proxy proposals through the annual shareholders' meeting. A representative of the filers will attend the Annual Meeting to move the proposal as required by SEC rules. The verification of ownership by our custodian, a DTC participant, is enclosed with this letter. BNP Paribas may withdraw the proposal on our behalf. We respectfully request direct communications from Exxon Mobil Corporation, and to have our supporting statement and organization name included in the proxy statement.

We look forward to having productive conversations with the company. If you have questions regarding our submission, please direct all future correspondence, including an email acknowledgement of receipt of this letter and shareholder proposal to me via the information below.

Best regards,

Mary Minette
Director of Shareholder Advocacy
703-507-9651
mminette@mercyinvestments.org

Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Supporting Statement

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Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

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We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

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ORIGIN ID: 5554 (027) 340-5541
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MERCY HOSPITAL SERVICES INC
2539 NO GEVER RD

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ST. LOUIS, MO 63171
UNITED STATES, US

BILL SHIPPER

STEPHEN LITTLETON
EXXON MOBIL CORPORATION
5959 LAS COLINAS BLVD.

IRVING TX 75039

3601 242-5986

PROHIBITED AND RESTRICTED ITEMS: THIS SERVICE IS NOT AVAILABLE FOR THE SHIPMENT OF SUCH ITEMS.



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Been X-Rayed By
Central Mail

Extremely Urgent

RECEIVED

NOV 10 2020

S. A. LITTLETON



November 9, 2020

Mr. Stephen A. Littleton
Corporate Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

Sent via Federal Express and Email

Re: Miller/Howard Investments Shareholder Resolution for Exxon Mobil Corporation
regarding Climate Lobbying

Dear Mr. Littleton:

On behalf of shareholder Ian Martin, Miller/Howard Investments, Inc. ("Miller/Howard") writes to give notice that, pursuant to the 2020 proxy statement of Exxon Mobil Corporation (XOM) and Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934, Miller/Howard intends to file the attached proposal at the 2021 annual meeting of shareholders. Ian Martin is the beneficial owner of more than \$2,000 in market value of XOM stock, has continuously held these shares for over one year, and has authorized Miller/Howard to file this proposal on his behalf. In addition, Mr. Martin intends to hold the shares through the date on which the annual meeting is held. Verification of stock ownership and authorization from Ian Martin for Miller/Howard to file the proposal will be submitted under separate cover.

Miller/Howard is an employee owned, research driven investment boutique with nearly thirty years of experience managing portfolios for major institutions, mutual funds, and individuals in dividend-focused investment strategies. In addition to financial analysis, we perform rigorous research seeking high-quality companies that are contributing to the economy in meaningful ways and have demonstrated a strong commitment to good governance, the environment, and social responsibility.

Enclosed is Miller/Howard's shareholder proposal requesting evaluation and preparation of a report regarding how the company's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degree Celsius (the Paris Climate Agreement's goal). The proposal also requests the company address risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Miller/Howard Investments, Inc.

10 Dixon Avenue | Woodstock, NY 12498
(ph) 845.679.9166 | 845.679.5862 (fax)
esg@mhinvest.com | www.mhinvest.com



Stephen A. Littleton
Exxon Mobil Corporation
November 9, 2020
Page 2

BNP Paribas Asset Management is the lead filer of this proposal. Miller/Howard delegates all authority related to negotiations and withdrawal of the proposal to BNP Paribas Asset Management. We are submitting this proposal as co-filers because we strongly believe it is in the best interests of the company and its shareholders.

Please contact Adam M. Kanzer at BNP Paribas Asset Management for any matters related to this proposal and please also copy Miller/Howard. Please note that we are currently working remotely due to the COVID-19 pandemic. Please send a copy of all correspondence relating to this proposal to esg@mhinvest.com, as we may not be able to retrieve hard copies sent to our office in a timely manner.

Sincerely,

A handwritten signature in black ink, appearing to read "Patricia Seabrook".

Patricia Karr Seabrook
Shareholder Advocacy Coordinator
Miller/Howard Investments, Inc.
esg@mhinvest.com

Enclosure

cc: BNP Paribas Asset Management: Adam M. Kanzer: adam.kanzer@bnpparibas.com
Miller/Howard Investments, Inc.: Nicole Lee, Director ESG Research: nicole@mhinvest.com

Miller/Howard Investments, Inc.
10 Dixon Avenue | Woodstock, NY 12498
(ph) 845.679.9166 | 845.679.5852 (fax)
esg@mhinvest.com | www.mhinvest.com

Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

Englande, Sherry M

From: Broussard, Jenifer L on behalf of Shareholder Relations /SM
Sent: Thursday, November 19, 2020 2:50 PM
To: esg@mhinvest.com
Cc: adam.kanzer@bnpparibas.com; Englande, Sherry M; Bates, Tamara L
Subject: ExxonMobil Shareholder Proposal Acknowledgment
Attachments: 2021_ROCL_Miller Howard_Acknowledgement Letter.pdf; Attachments_SEC Rule 14a-8_Apr-1-2013 and SLB 14F_Oct-18-2011.pdf

Please see attached, sent on behalf of Sherry Englande.

Kind Regards,

Shareholder Relations Team
Exxon Mobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039



VIA EMAIL

November 19, 2020

Ms. Patricia Karr Seabrook
Shareholder Advocacy Coordinator
Miller/Howard Investments, Inc.
10 Dixon Avenue
Woodstock, NY 12498

Dear Ms. Seabrook:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Miller/Howard Investments, Inc. (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. However, your submission contains procedural deficiencies, which Securities and Exchange Commission ("SEC") regulations require us to bring to your attention.

Proof of share ownership was not included with your November 9, 2020, submission.

In order to be eligible to submit a shareholder proposal, Rule 14a-8 (copy enclosed) requires a co-filer to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. For this Proposal, the date of submission is November 9, 2020, which is the date the Proposal was received for delivery by priority mail service.

The Co-filer does not appear in our records as a registered shareholder. Moreover, to date we have not received proof that the Co-filer has satisfied these ownership requirements. To remedy this defect, the Co-filer must submit sufficient proof verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including November 9, 2020.

As explained in Rule 14a-8(b), sufficient proof must be in the form of:

- a written statement from the "record" holder of the Co-filer's shares (usually a broker or a bank) verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 9, 2020; or
- if the Co-filer has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting the Co-filer's ownership of the requisite number of ExxonMobil shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments

reporting a change in the ownership level and a written statement that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in the first bullet point above, please note that 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 that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Such brokers and banks are often referred to as "participants" in DTC. In Staff Legal Bulletin No. 14F (October 18, 2011) (copy enclosed), the SEC staff has taken the view that only DTC participants should be viewed as "record" holders of securities that are deposited with DTC.

The Co-filer can confirm whether its broker or bank is a DTC participant by asking its broker or bank or by checking the listing of current DTC participants, which may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- If the Co-filer's broker or bank is a DTC participant, then the Co-filer needs to submit a written statement from its broker or bank verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 9, 2020.
- If the Co-filer's broker or bank is not a DTC participant, then the Co-filer needs to submit proof of ownership from the DTC participant through which the securities are held verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 9, 2020. The Co-filer should be able to find out who this DTC participant is by asking the Co-filer's broker or bank. If the Co-filer's broker is an introducing broker, the Co-filer may also be able to learn the identity and telephone number of the DTC participant through the Co-filer's account statements because the clearing broker identified on the Co-filer's account statements will generally be a DTC participant. If the DTC participant that holds the Co-filer's shares knows the Co-filer's broker's or bank's holdings, but does not know the Co-filer's holdings, the Co-filer needs to satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that for the one-year period preceding and including November 9, 2020, the required amount of securities were continuously held – one from the Co-filer's broker or bank, confirming the Co-filer's ownership, and the other from the DTC participant, confirming the broker or bank's ownership.

Documentation of Authority

Pursuant to SEC Staff Legal Bulletin 14I, the submission of a proposal by proxy (i.e., by a representative rather than by the shareholder directly) must include proper documentation describing the shareholder's delegation of authority to the proxy. This documentation must:

- identify the shareholder-proponent and the person or entity selected as proxy;
- identify the company to which the proposal is directed;
- identify the annual or special meeting for which the proposal is submitted;

- identify the specific proposal to be submitted (e.g., proposal to lower the threshold for calling a special meeting from 25% to 10%); and
- be signed and dated by the shareholder.

The SEC's rules require that any response to this letter must be postmarked or transmitted electronically to us no later than 14 calendar days from the date this letter is received. Please mail any response to me at ExxonMobil at the address shown above. Alternatively, you may send your response to me via facsimile at _____, or by email to _____

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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 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.

Sincerely,



SME/tlb

Enclosures

c: Adam M. Kanzer

Englande, Sherry M

From: Patricia Karr Seabrook <patricia@mhinvest.com>
Sent: Monday, November 23, 2020 3:35 PM
To: Shareholder Relations /SM; Englande, Sherry M
Cc: Bates, Tamara L; adam.kanzer@bnpparibas.com; Miller/Howard Investments ESG Team
Subject: Miller/Howard Response to Verification of Share request for XOM proposal

Categories: External Sender

External Email - Think Before You Click

Dear Ms. Englande,

We were in the process of providing Verification of Shares for the XOM lobbying proposal and discovered that the account holding the shares had dropped below market value for filing. Unfortunately, we are not able to continue the process to co-file.

As we stated in our filing letter, as XOM shareholders, we believe the proposal is in the best interests of the company and the shareholders and plan to support the proposal on the proxy in 2021.

Best,
Patricia

Patricia Karr Seabrook
Shareholder Advocacy Coordinator
Miller/Howard Investments, Inc.
845.679.9166 (phone) | 845-679-5862 (fax)
esg@mhinvest.com
10 Dixon Avenue | Woodstock, NY 12498
www.mhinvest.com



From: Broussard, Jenifer L [mailto:
Sent: Thursday, November 19, 2020 3:50 PM
To: Miller/Howard Investments ESG Team <esg@mhinvest.com>
Cc: adam.kanzer@bnpparibas.com; Englande, Sherry M
Subject: ExxonMobil Shareholder Proposal Acknowledgment

On Behalf Of Shareholder Relations /SM

; Bates, Tamara L

Please see attached, sent on behalf of Sherry Englande.

Kind Regards,

THE NEEDMOR FUND

September 10, 2020

Mr. Stephen A. Littleton
Corporate Secretary
Exxon Mobil Corporation.
5959 Las Colinas Boulevard
Irving, TX 75039-2298

RECEIVED
SEP 10 2020
S.M. ENGLANDE

Dear Littleton:

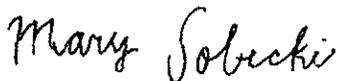
The Needmor Fund holds shares of Exxon Mobil stock. Among our top objectives is the assurance that the companies we own are doing all that they can to be transparent when it comes to corporate responsibility and climate change. We encourage Exxon Mobil to expand its transparency with regards to lobbying disclosure.

Therefore, we are submitting the enclosed shareholder proposal as a co-sponsor with the BNP Paribas Asset Management for inclusion in the 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. Proof of ownership will be provided.

We have been a shareholder holding more than \$2,000 worth of stock for more than one year, and will provide verification of ownership upon request. We will continue to hold at least \$2,000 worth of Exxon Mobil stock through the stockholder meeting. A representative of the filers will attend the stockholders' meeting to move the resolution as required by SEC rules.

We consider BNP Paribas Asset Management as the "primary filer" of this resolution, and ourselves as co-filers. Please copy correspondence both to me and Timothy Smith at Boston Trust Walden (tsmith@bostontrustwalden.com), our investment manager. We hereby deputize the BNP Paribas Asset Management to withdraw this resolution on our behalf

Sincerely,



Mary Sobecki
Executive Director

Cc: Timothy Smith, Boston Trust Walden
Adam Kanzer, BNP Paribas Asset Management

The Needmor Fund
539 East Front Street
Perrysburg, OH 43551

Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Supporting Statement

According to the most recent annual "Emissions Gap Report" issued by the United Nations Environment Programme (November 26, 2019), critical gaps remain between the commitments national governments have made and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying activities that are inconsistent with meeting the goals of the Paris Agreement present regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are the trade associations and other politically active organizations that speak for business but, unfortunately, too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We are convinced that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

Two hundred institutional investors managing \$6.5 trillion recently wrote to ExxonMobil, seeking information on how the company is managing this critical governance issue. Insufficient information is presently available to help investors understand how ExxonMobil works to ensure that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and what ExxonMobil does to address any misalignments it has found. The investors received no response to their letter.

We commend the company for recent positive steps, such as public support for strong methane regulations and the decision to withdraw from membership in the American Legislative Exchange Council (ALEC) because of ALEC's positions on climate change. However, information we do have on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

Thus, we urge the Board and management to assess the company's climate related lobbying and report to shareholders.

Clouthier, Marie A

From: Englande, Sherry M
Sent: Thursday, September 10, 2020 3:04 PM
To: Bates, Tamara L
Cc: Clouthier, Marie A
Subject: FW: Needmor cofiling of Exxon Mobil lobbying resolution
Attachments: Exxon_Needmor cofiling_2021.pdf; XOM - Climate Lobbying Proposal FINAL.pdf

Another one...

From: Smith, Timothy [mailto:tsmith@bostontrustwalden.com]
Sent: Thursday, September 10, 2020 2:48 PM
To: Englande, Sherry M
Cc: adam kanzer (adam.kanzer@bnpparibas.com) <adam.kanzer@bnpparibas.com>
Subject: Needmor cofiling of Exxon Mobil lobbying resolution

External Email - Think Before You Click

Greetings Sherry

I am forwarding a copy of a filing letter from our client the Needmor Fund cofiling the BNP Paribas Asset Management letter. Feel free to contact me with any questions
Tim Smith

Instructions or requests transmitted by email are not effective until they have been confirmed by Boston Trust Walden. The information provided in this e-mail or any attachments is not an official transaction confirmation or account statement. For your protection, do not include account numbers, Social Security numbers, passwords or other non-public information in your e-mail.

This message and any attachments may contain confidential or proprietary information. If you are not the intended recipient, please notify Boston Trust Walden immediately by replying to this message and deleting it from your computer. Please do not review, copy or distribute this message. Boston Trust Walden cannot accept responsibility for the security of this e-mail as it has been transmitted over a public network.

Boston Trust Walden



VIA UPS – OVERNIGHT DELIVERY

September 24, 2020

Ms. Mary Sobecki
Executive Director
The Needmor Fund
539 East Front Street
Perrysburg, OH 43551

Dear Ms. Sobecki:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of The Needmor Fund (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. However, proof of share ownership was not included with your September 10, 2020, submission.

In order to be eligible to submit a shareholder proposal, Rule 14a-8 (copy enclosed) requires a co-filer to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. For this Proposal, the date of submission is September 10, 2020, which is the date the Proposal was received electronically by email.

The Co-filer does not appear in our records as a registered shareholder. Moreover, to date we have not received proof that the Co-filer has satisfied these ownership requirements. To remedy this defect, the Co-filer must submit sufficient proof verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including September 10, 2020.

As explained in Rule 14a-8(b), sufficient proof must be in the form of:

- a written statement from the "record" holder of the Co-filer's shares (usually a broker or a bank) verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including September 10, 2020; or
- if the Co-filer has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting the Co-filer's ownership of the requisite number of ExxonMobil shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in the first bullet point above, please note that 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 that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Such brokers and banks are often referred to as "participants" in DTC. In Staff Legal Bulletin No. 14F (October 18, 2011) (copy enclosed), the SEC staff has taken the view that only DTC participants should be viewed as "record" holders of securities that are deposited with DTC.

The Co-filer can confirm whether its broker or bank is a DTC participant by asking its broker or bank or by checking the listing of current DTC participants, which may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- If the Co-filer's broker or bank is a DTC participant, then the Co-filer needs to submit a written statement from its broker or bank verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including September 10, 2020.
- If the Co-filer's broker or bank is not a DTC participant, then the Co-filer needs to submit proof of ownership from the DTC participant through which the securities are held verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including September 10, 2020. The Co-filer should be able to find out who this DTC participant is by asking the Co-filer's broker or bank. If the Co-filer's broker is an introducing broker, the Co-filer may also be able to learn the identity and telephone number of the DTC participant through the Co-filer's account statements because the clearing broker identified on the Co-filer's account statements will generally be a DTC participant. If the DTC participant that holds the Co-filer's shares knows the Co-filer's broker's or bank's holdings, but does not know the Co-filer's holdings, the Co-filer needs to satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that for the one-year period preceding and including September 10, 2020, the required amount of securities were continuously held – one from the Co-filer's broker or bank, confirming the Co-filer's ownership, and the other from the DTC participant, confirming the broker or bank's ownership.

Pursuant to SEC Staff Legal Bulletin 14I, the submission of a proposal by proxy (i.e., by a representative rather than by the shareholder directly) must include proper documentation describing the shareholder's delegation of authority to the proxy. This documentation must:

- identify the shareholder-proponent and the person or entity selected as proxy;
- identify the company to which the proposal is directed;
- identify the annual or special meeting for which the proposal is submitted;
- identify the specific proposal to be submitted (e.g., proposal to lower the threshold for calling a special meeting from 25% to 10%); and
- be signed and dated by the shareholder.

The SEC's rules require that any response to this letter must be postmarked or transmitted electronically to us no later than 14 calendar days from the date this letter is received. Please mail any response to me at ExxonMobil at the address shown above. Alternatively, you may send your response to me via facsimile at _____, or by email to _____.

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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 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.

Sincerely,

A handwritten signature in cursive script, appearing to read "Sherry Eglar".

SME/tlb

Enclosures

c: Timothy Smith-Walden

Englande, Sherry M

From: Englande, Sherry M
Sent: Wednesday, October 07, 2020 11:33 AM
To: Bates, Tamara L
Cc: Clouthier, Marie A
Subject: FW: Needmor Fund proof of ownership request
Attachments: XOM_Needmor_Northern Trust.pdf

From: Smith, Timothy [mailto:tsmith@bostontrustwalden.com]
Sent: Wednesday, October 07, 2020 11:23 AM
To: Englande, Sherry M
Cc: John, Kristin <kjohn@bostontrustwalden.com>
Subject: FW: Needmor Fund proof of ownership request

External Email - Think Before You Click

Sherry as requested I enclose the proof of ownership letter requested

Timothy Smith
Director of ESG Shareowner Engagement
Boston Trust Walden | Principled Investing.
1 Beacon Street, 33rd Floor, Boston, MA 02108
Office Phone: 617.726.7155
Email: tsmith@bostontrustwalden.com
Website: www.bostontrustwalden.com



Cathy Moran

Second Vice President | Relationship Manager | Global Family & Private Investment Offices
50 South La Salle Street, B-10, Chicago, Illinois 60603 USA
+1 312-444-4586 | F +1 312-444-5202 | clm13@ntrs.com

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This message and any attachments may contain confidential or proprietary information. If you are not the intended recipient, please notify Boston Trust Walden immediately by replying to this message and deleting it from your computer. Please do not

September 10, 2020

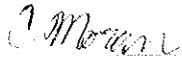
To Whom It May Concern:

Northern Trust is the custodian for The Needmor Fund.

We are writing to confirm that The Needmor Fund has had beneficial ownership of a least \$2,000 in market value of the voting securities of Exxon Mobil (30231G102) and that such beneficial ownership has existed continuously for one or more years in accordance with rule 14a-8(a)(1) of the Securities Exchange Act of 1934.

Northern Trust is a DTC participant.

Sincerely,



Catherine Moran

RECEIVED

OCT 7 2020

S.M. ENGLANDE

Bates, Tamara L

From: Ray-Hickman, Alicia
Sent: Wednesday, December 9, 2020 3:28 PM
To: Bates, Tamara L
Subject: FW: Co-filing of shareholder resolution
Attachments: Exxon.pdf

Hi, Tami – Sure SAL has likely seen/forwarded already, but forwarding just in case! ☺

*Thanks,
Alicia*

Alicia Ray-Hickman

Assistant to S. A. Littleton, Vice President
Investor Relations / Office of the Secretary

Exxon Mobil Corporation

5959 Las Colinas Boulevard
Irving, TX 75039
(972) 940-6750

From: Hammar, Katarina [mailto:katarina.hammar@nordea.com]
Sent: Wednesday, December 9, 2020 12:00 PM
To: Littleton, Stephen A
Cc: Ray-Hickman, Alicia ; adam.kanzer@bnpparibas.com; Durhan, Erik
<Erik.Durhan@nordea.com>
Subject: Co-filing of shareholder resolution

External Email - Think Before You Click

Dear Mr Littleton

Nordea Asset Management manage the Nordea Funds Ltd assets and is the largest asset manager in the Nordic region, with a global presence and EUR 233 bn under management (as at 31.03.2020). As a leading responsible investor, we emphasize the critical role that listed companies play in addressing societal challenges and contribution to the UN Sustainable Development Goals (SDGs) and the Paris Agreement. We believe that this contributes to better risk management and presents companies with better business opportunities.

Nordea Funds Ltd is the owner of over \$2,000 of Exxon Mobil Corporation stock held continuously for over one year. Nordea Funds Ltd intends to continue to hold this stock until after the 2021 Annual Meeting. We hereby notify Exxon Mobil Corporation of Nordea Funds Ltd's intention to co-file the enclosed shareholder resolution and am submitting the enclosed shareholder proposal for inclusion in the 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. Nordea Funds Ltd is co-filing this resolution with BNP Paribas Asset Management, who is the "primary filer" of this resolution and is authorized to act on our behalf in all aspects of the resolution, including negotiation and withdrawal of the resolution.

Pls let do not hesitate to contact us if you have questions or comments. Thanks and best regards,

Katarina Hammar
Head of Active ownership

Nordea Asset Management | Responsible Investments Team

Visit me: Smålandsgatan 17, Stockholm

Write to me: M532

Tel: +46 10 1565666 | Mob: +46 733577419

E-mail: katarina.hammar@nordea.com

Web: nordea.se

Nordea Bank AB (publ): Company registration number/VAT number: 516496-0120/SE0603000010501. The board is domiciled in Stockholm, Sweden.

This e-mail may contain confidential information. If you receive this e-mail by mistake, please inform the sender, delete the e-mail and do not share or copy it.

Confidential

Nordea

FUNDS

[20201203]

Stephen A. Littleton
Secretary
Exxon Mobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298
972-940-6715

Dear Mr. Littleton,

Nordea Asset Management manages the Nordea Funds Ltd funds and is the largest asset manager in the Nordic region, with a global presence and EUR 223 bn under management (as at 31.03.2020). As a leading responsible investor, we emphasize the critical role that listed companies play in addressing societal challenges and contribution to the UN Sustainable Development Goals (SDGs) and the Paris Agreement. We believe that this contributes to better risk management and presents companies with better business opportunities.

Nordea Funds Ltd is the owner of over \$2,000 of Exxon Mobil Corporation stock held continuously for over one year. Nordea Funds Ltd intends to continue to hold this stock until after the 2021 Annual Meeting. I hereby notify Exxon Mobil Corporation of Nordea Funds Ltd's intention to co-file the enclosed shareholder resolution and am submitting the enclosed shareholder proposal for inclusion in the 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. Nordea Funds Ltd is co-filing this resolution with BNP Paribas Asset Management, who is the "primary filer" of this resolution and is authorized to act on our behalf in all aspects of the resolution, including negotiation and withdrawal of the resolution.

A proof of ownership from a DTC participant is attached. A representative of the primary filer will attend the stockholders' meeting to move the resolution as required. We look forward to discussing the issues surrounding the requested report at your earliest convenience.



Erik Durhan Head of Corporate Governance, Nordea Funds Ltd
Jan Särilvik, Director of Corporate Governance, Nordea Funds Ltd

Attach copy of resolution co-filed
Attach custodian confirmation of shares held for over one year

Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

J.P.Morgan

JPMorgan Chase
Chaseside
Bournemouth
Dorset
UK
BH7 7DA

2nd December 2020

Custodian Confirmation of Holding

ISIN: US30231G1022

Security Description: EXXON MOBIL CORP COM STK

Registration: JPMORGAN CHASE BANK

Fund Investment Manager: NORDEA

To Whom It May Concern,

JPMorgan Chase confirms that, **as of the close of business December 1, 2020**, more than USD 2,000 worth of the above shares were currently held, and more than USD 2,000 worth of the above shares has been held continuously for the year preceding, in our capacity as custodian, on behalf of our client Nordea.

Yours Sincerely,



Gary I Randall
Vice President

Englande, Sherry M

From: Bates, Tamara L
Sent: Friday, December 18, 2020 3:10 PM
To: 'katarina.hammar@nordea.com'
Subject: ExxonMobil 2021 Co-Filer Acknowledgement Letter
Attachments: Attachments_SEC Rule 14a-8_Apr-1-2013 and SLB 14F_Oct-18-2011.pdf; 2021_ROCL_Nordea_Ack Letter_Insuffecient Proof.pdf

Sent on Behalf of Sherry M. Englande

Dear Ms. Hammar,

Please see the attached acknowledgement letter concerning your co-filer status.

Regards,

Tamara L. Bates
ESG Engagement Analyst
Investor Relations

Exxon Mobil Corporation
5959 Las Colinas Blvd., Room 2635
Irving, TX 75039-2298

Tamara L. Bates
ESG Engagement Analyst
Investor Relations

Exxon Mobil Corporation
5959 Las Colinas Blvd., Room 2635
Irving, TX 75039-2298



VIA UPS – EMAIL

December 18, 2020

Ms. Katarina Hammar
Head of Active Ownership
Responsible Investments Team
Nordea Asset Management
Smålandsgatan 17, M532
Stockholm, Sweden

Dear Ms. Hammar:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Nordea Asset Management (the "Co-filer") the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. However, as explained in more detail below there are deficiencies in your submission that must be corrected in order to establish that you are eligible to submit a proposal – including as a co-filer – under SEC Rule 14a-8 (copy enclosed).

In order to be eligible to submit a shareholder proposal, Rule 14a-8 requires a co-filer to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. For this Proposal, the date of submission is December 9, 2020, which is the date the package was received electronically by email.

The Co-filer does not appear in our records as a registered shareholder. Moreover, the letter provided by J. P. Morgan only establishes Proponent's continuous ownership of sufficient ExxonMobil shares for the period to and including December 1, 2020, not the date of the Proposal December 9, 2020. To remedy this defect, the Co-filer must submit sufficient proof verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including December 9, 2020.

As explained in Rule 14a-8(b), sufficient proof must be in the form of:

- a written statement from the "record" holder of the Co-filer's shares (usually a broker or a bank) verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 9, 2020; or

- if the Co-filer has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting the Co-filer's ownership of the requisite number of ExxonMobil shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in the first bullet point above, please note that 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 that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Such brokers and banks are often referred to as "participants" in DTC. In Staff Legal Bulletin No. 14F (October 18, 2011) (copy enclosed), the SEC staff has taken the view that only DTC participants should be viewed as "record" holders of securities that are deposited with DTC.

The Co-filer can confirm whether its broker or bank is a DTC participant by asking its broker or bank or by checking the listing of current DTC participants, which may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- If the Co-filer's broker or bank is a DTC participant, then the Co-filer needs to submit a written statement from its broker or bank verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 9, 2020.
- If the Co-filer's broker or bank is not a DTC participant, then the Co-filer needs to submit proof of ownership from the DTC participant through which the securities are held verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 9, 2020. The Co-filer should be able to find out who this DTC participant is by asking the Co-filer's broker or bank. If the Co-filer's broker is an introducing broker, the Co-filer may also be able to learn the identity and telephone number of the DTC participant through the Co-filer's account statements because the clearing broker identified on the Co-filer's account statements will generally be a DTC participant. If the DTC participant that holds the Co-filer's shares knows the Co-filer's broker's or bank's holdings, but does not know the Co-filer's holdings, the Co-filer needs to satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that for the one-year period preceding and including December 9, 2020, the required amount of securities were continuously held – one from the Co-filer's broker or bank, confirming the Co-filer's ownership, and the other from the DTC participant, confirming the broker or bank's ownership. The SEC's rules require that any response to this letter must be postmarked or transmitted electronically to us no later than 14 calendar days from the date this letter is received. Please mail any response to me at ExxonMobil at the address shown above. Alternatively, you may send your response to me via facsimile at _____, or by email to _____

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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 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.

Sincerely,

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

SME/ljg

Enclosures



RECEIVED

DEC 0 2020

S. A. LITTLETON

December 3, 2020

Mr. Stephen Littleton
VP of Investor Relations & Secretary
ExxonMobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

Mr. Littleton:

PeaceHealth urges ExxonMobil to respond to our Climate Emergency by aligning its lobbying activities with the Paris Agreement's goal of limiting average global warming well below 2 degrees Celsius.

Therefore, PeaceHealth is co-filing the enclosed resolution with the BNP Paribas Asset Management for inclusion in the 2021 proxy statement in accordance with rule 14a-8 of the general rules and regulations of the Securities and Exchange Act of 1934. A representative of the filers will attend the annual meeting to move the resolution as required by SEC Rules.

As of November 23, 2020 PeaceHealth held, and has held continuously for at least one year, 29.134 shares of ExxonMobil Corporation common stock. A letter verifying ownership in the Company is enclosed. We will continue to hold the required number of shares in ExxonMobil Corporation through the annual meeting in 2021.

We authorize the lead filer on this resolution, BNP Paribas Asset Management and its representative, Adam Kanzer, to withdraw on our behalf if an agreement is reached. In addition, we authorize ExxonMobil and the Securities and Exchange Commission to communicate solely with the above named lead filer as representative of the filer group in connection with any no-action letter or other correspondence.

Sincerely,

A handwritten signature in black ink, appearing to read "Jeff Seirer".

Jeff Seirer
PeaceHealth System VP Financial Integrity / Controller

Encl: Shareholder Resolution
Verification of Ownership

Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

Vanguard

100 Vanguard BLVD
Malvern, PA 19355

December 3, 2020

Mr. Stephen Littleton
VP of Investor Relations & Secretary
ExxonMobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

Mr. Littleton:

This letter is to verify that PeaceHealth owns 29.134 shares of ExxonMobil Corporation common stock. Furthermore, PeaceHealth has held these shares continuously since the acquisition date of 10/17/2017 up to and including the date of 12/3/2020. PeaceHealth will continue to hold at least the minimum number of shares required through the time of the Company's next annual meeting.

This security is currently held by Vanguard who serves as custodian for PeaceHealth. The shares are registered in our nominee name at the Vanguard. Please note that Vanguard is a DTC participant.

Sincerely,

Todd Feld

Todd Feld, Senior Relationship Manager
Vanguard Institutional NonProfit



VIA UPS – OVERNIGHT DELIVERY

December 18, 2020

Mr. Jeff Seirer
PeaceHealth System VP Financial Integrity / Controller
PeaceHealth
1115 SE 164th Avenue
Vancouver, WA 98683-9324

Dear Mr. Seirer:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of PeaceHealth (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. However, the December 3, 2020, letter from Vangaurd does not confirm at least \$2,000 in market value and therefore, proof of share ownership does not meet requirements, as shown below.

In order to be eligible to submit a shareholder proposal, Rule 14a-8 (copy enclosed) requires a co-filer to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. For this Proposal, the date of submission is December 3, 2020, which is the date the Proposal was received by the overnight delivery service.

The Co-filer does not appear in our records as a registered shareholder. Moreover, to date we have not received proof that the Co-filer has satisfied these ownership requirements. To remedy this defect, the Co-filer must submit sufficient proof verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including December 3, 2020.

As explained in Rule 14a-8(b), sufficient proof must be in the form of:

- a written statement from the "record" holder of the Co-filer's shares (usually a broker or a bank) verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 3, 2020; or
- if the Co-filer has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting the Co-filer's ownership of the requisite number of ExxonMobil shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in the first bullet point above, please note that 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 that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Such brokers and banks are often referred to as "participants" in DTC. In Staff Legal Bulletin No. 14F (October 18, 2011) (copy enclosed), the SEC staff has taken the view that only DTC participants should be viewed as "record" holders of securities that are deposited with DTC.

The Co-filer can confirm whether its broker or bank is a DTC participant by asking its broker or bank or by checking the listing of current DTC participants, which may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- If the Co-filer's broker or bank is a DTC participant, then the Co-filer needs to submit a written statement from its broker or bank verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 3, 2020.
- If the Co-filer's broker or bank is not a DTC participant, then the Co-filer needs to submit proof of ownership from the DTC participant through which the securities are held verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 3, 2020. The Co-filer should be able to find out who this DTC participant is by asking the Co-filer's broker or bank. If the Co-filer's broker is an introducing broker, the Co-filer may also be able to learn the identity and telephone number of the DTC participant through the Co-filer's account statements because the clearing broker identified on the Co-filer's account statements will generally be a DTC participant. If the DTC participant that holds the Co-filer's shares knows the Co-filer's broker's or bank's holdings, but does not know the Co-filer's holdings, the Co-filer needs to satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that for the one-year period preceding and including December 3, 2020, the required amount of securities were continuously held – one from the Co-filer's broker or bank, confirming the Co-filer's ownership, and the other from the DTC participant confirming the broker or bank's ownership.

Pursuant to SEC Staff Legal Bulletin 14I, the submission of a proposal by proxy (i.e., by a representative rather than by the shareholder directly) must include proper documentation describing the shareholder's delegation of authority to the proxy. This documentation must:

- identify the shareholder-proponent and the person or entity selected as proxy;
- identify the company to which the proposal is directed;
- identify the annual or special meeting for which the proposal is submitted;
- identify the specific proposal to be submitted (e.g., proposal to lower the threshold for calling a special meeting from 25% to 10%); and
- be signed and dated by the shareholder.

The SEC's rules require that any response to this letter must be postmarked or transmitted electronically to us no later than 14 calendar days from the date this letter is received. Please mail any response to me at ExxonMobil at the address shown above. Alternatively, you may send your response to me via facsimile at _____, or by email to _____.

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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 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.

Sincerely,

A handwritten signature in cursive script, appearing to read "Sheng Elyand".

SME/ljg

Enclosures

Englande, Sherry M

From: Englande, Sherry M on behalf of Shareholder Relations /SM
Sent: Thursday, December 24, 2020 12:58 PM
To: Bates, Tamara L
Subject: FW: Attention Sherry Englande
Attachments: 3557_001.pdf; PeaceHealth Verification for ExxonMobil 12.18.20.docx.pdf

Tami – ownership for Co-filer.

From: Judy Byron [mailto:JByron@ipjc.org]
Sent: Wednesday, December 23, 2020 5:00 PM
To: Shareholder Relations /SM
Subject: Attention Sherry Englande

Sherry,

Regarding the attached communication of December 18, 2020, the verification of ownership (attached) that PeaceHealth sent with its filing contained the information you are requesting.

On December 3, 2020, the date of our filing, PeaceHealth held 29.134 shares which at the stock quote for that date—\$40—was not at least \$2000 worth of stock in ExxonMobil.

However, the regulations in effect at that and present time allow shareholders to aggregated their holdings and together they need to hold at least \$2000 worth of stock in the Company.

Also, Vanguard is a DTC participant as noted in the verification letter.

Sincerely,
Sister Judy Byron

Judy Byron, OP
Intercommunity Peace & Justice Center
Northwest Coalition for Responsible Investment
1216 NE 65th St • Seattle, WA 98115
206.223.1138 • jbyron@ipjc.org • www.ipjc.org

From: Finnelly, Lisa <LFinnelly@peacehealth.org>
Sent: Wednesday, December 23, 2020 1:45 PM
To: Judy Byron <JByron@ipjc.org>
Subject: Notice from ExxonMobil

Good afternoon Sister Byron,

PeaceHealth received the attached notice from ExxonMobil. This appears to be related to the work you are doing on behalf of PeaceHealth with regards to our investments so Jeff Seirer asked that I forward this on to you.

Please let me know if you have any questions.

Have a very Merry Christmas and a peaceful New Year.

Thank you

Lisa

Lisa Finnely | Accounting, Finance and Treasury

Executive Assistant to:

Janet Mayes, System Director Accounting

David Pomar, System VP Financial Planning

Jeff Seirer, System VP Financial Integrity / Controller

Financial Operations

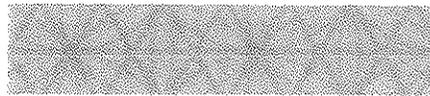
MyTime FSA, Shared Services & PHMG Vancouver

PeaceHealth | 1115 SE 164th Ave, Dept 328 | Vancouver, WA 98683

office 360-729-1107



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December 4, 2020

Neil Hansen, VP, Investor Relations and Secretary
ExxonMobil Corporation
5959 Las Colinas
Irving, TX 75039-2298

RECEIVED

DEC 07 2020

S. A. DITTELTON

Dear Mr. Hansen,

As a faith-based retirement plan and institutional investor, Portico Benefit Services, a ministry of the Evangelical Lutheran Church in America (ELCA) believes it is possible to positively impact shareholder value while at the same time aligning with the mission of the ELCA. We believe that corporations need to promote positive corporate policies including aligning lobbying activities with the Paris Climate Agreement.

Portico Benefit Services is beneficial owner of almost 190,000 shares of ExxonMobil common stock. A letter of ownership verification from the custodian of our portfolio will follow under separate cover. We have been a shareholder of more than \$2,000 of common stock for over one year, and we intend to maintain a requisite ownership position through the 2021 annual meeting of shareholders.

Enclosed is a shareholder proposal requesting that ExxonMobil report on its lobbying activities and how they align with the Paris Climate Agreement. According to SEC Rule 14a-8, we ask that this resolution be included in the proxy materials for the 2021 annual meeting of shareholders. Should the Board of Directors choose to oppose the resolution, we ask that our supporting statement be included as well in the proxy materials. BNP Paribas is the primary filer on this resolution.

BNP Paribas will continue as the lead shareholder and is prepared to assemble the dialogue team as quickly as convenient. As co-filers on this resolution, we authorize the lead filer to withdraw the resolution on our behalf if an agreement is reached. If you have any questions, please contact Rob Fohr, Director of Faith-Based Investing and Corporate Engagement for Presbyterian Church (U.S.A.) (PCUSA), at Rob.Fohr@pcusa.org. As Portico's shareholder engagement partner, PCUSA represents Portico specifically in engagement related to shareholder resolutions filed by Portico, as well as engagement activities with companies in which both PCUSA and Portico have an investment. Also, please copy Rob on all related correspondence with the primary filer.

Sincerely,

Kurt A. Kreienbrink, CFA

Senior Manager, Socially Responsible Investing & Investor Advocacy
Portico Benefit Services
kkreienbri@porticobenefits.org

CC: Rob Fohr
Director of Faith-Based Investing and Corporate Engagement
Presbyterian Church (U.S.A.)
rob.fohr@pcusa.org

Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

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BNY MELLON
ASSET SERVICING

December 4, 2020

Neil Hansen
VP, Investor Relations and Secretary
ExxonMobil Corporation
5959 Las Colinas
Irving, TX 75039-2298

RECEIVED

DEC 8 2020

S.M. ENGLANDE

With a copy to:
Erin Ripperger, Portico Benefit Services

Dear Mr. Hansen,

This letter is to confirm that as of the date hereof, The Bank of New York Mellon ("BNY Mellon"), custodian for Portico Benefit Services ("Client"), a ministry of the Evangelical Lutheran Church in America (ELCA), has continuously held 140,119 shares of common stock of ExxonMobil Corporation ("Company") from December 4, 2019 through December 4, 2020 ("Time Period").

As of the date hereof, Client has confirmed to BNY Mellon intends to hold its shares of the Company's common stock through the date of the Company's next annual meeting.

BNY Mellon is a DTC participant.

If you have any questions, please call me at (617) 382-1566.

Sincerely,

Lisa Candy
Vice President

Extremely Urgent

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Englande, Sherry M

From: Bates, Tamara L
Sent: Wednesday, December 16, 2020 12:07 PM
To: 'rob.fohr@pcusa.org'
Subject: ExxonMobil 2021 Co-Filer Acknowledgement Letters
Attachments: 2021_CF_Report on Scenario Analysis_Presbyterian Church_Ack Letter_Proof Verified.pdf;
2021_ROCL_Portico_Ack Letter_Proof Verified.pdf

Sent on Behalf of Sherry M. Englande

Dear Mr. Fohr,

Please see the attached acknowledgement letters concerning your co-filer status.

Regards,

Tamara L. Bates
ESG Engagement Analyst
Investor Relations

Exxon Mobil Corporation
5959 Las Colinas Blvd., Room 2635
Irving, TX 75039-2298

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

Sherry M. Englande
Manager, ESG Engagement



VIA EMAIL

December 16, 2020

Mr. Robert Fohr
On Behalf of Portico Benefits Services
Director of Faith-Based Investing & Corporate Engagement
Presbyterian Church (USA)
100 Witherspoon Street
Louisville, KY 40202-1396

Dear Mr. Fohr:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Portico Benefit Services (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. By copy of a letter from BNY Mellon, share ownership has been verified.

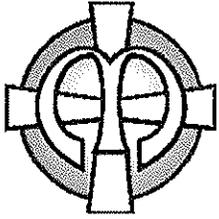
In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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.

Sincerely,

A handwritten signature in black ink that reads "Sherry Englande". The signature is written in a cursive, flowing style.

SME/tlb



School Sisters of Notre Dame, Central Pacific Province
Office of Shalom – Justice, Peace, and Integrity of Creation
13105 Watertown Plank Road
Elm Grove, WI. 53122-2291
Phone: (262) 787-1023 Fax: 262-784-9788 tdewane@ssndcp.org

December 4, 2020

Mr. Stephen A. Littleton
Secretary
ExxonMobil Corporation
5959 Las Colinas Blvd.
Irving, TX 75039-2298

RECEIVED

DEC 01 2020

S. A. LITTLETON

Dear Mr. Littleton,

The School Sisters of Notre Dame, Central Pacific Province are long term shareholders of Exxon Mobil Corporation. As a community of women religious, we are concerned for the care of creation and the impact that climate change has on the least of our brothers and sisters.

The School Sisters of Notre Dame, Central Pacific Province are the owners of 100 shares of ExxonMobil stock and have continuously held shares in ExxonMobil (with a market value in excess of \$2,000) continuously for more than one year. Verification of ownership of the shares is attached. We intend to hold the stock at least through the date of the annual meeting.

I am authorized to notify you of our intention to co-file the enclosed resolution being submitted by BNP Paribas Asset Management for consideration and action by the stockholders at the next annual meeting. I hereby submit it for inclusion in the proxy statement in accord with rule 14a-8 of the general rules and regulations of the Securities Exchange Act of 1934 for consideration and action by the shareholders.

BNP Paribas Asset Management is the lead filer of this proposal, and is thereby given authority to negotiate and withdraw the proposal on behalf of the School Sisters of Notre Dame, Central Pacific Province. We welcome the opportunity to further discuss the subject of the enclosed proposal with company representatives.

Thank you for your consideration of this matter.

Sincerely,

Timothy P. Dewane
Shalom/JPIC Office Director
School Sisters of Notre Dame, Central Pacific Province

CC: Adam Kanzer (BNP Paribas Asset Management)
Francis Sherman (Seventh Generation Interfaith)

Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.



Commerce Trust Company

Wealth | Investments | Planning

Dan Rice
314-746-3304

December 4, 2020

School Sisters of Notre Dame
Central Pacific Province
13105 Watertown Plank Road
Elm Grove, WI 53122

Re: School Sister of Notre Dame Central Pacific Province Restricted

Dear Mr. Dewane:

<u>Security</u>	<u>Shares</u>	<u>Acquisition Date</u>
Exxon Mobile Corp (XOM)	100	Held continuously for at least one year

To the best of my knowledge, the Sisters intend to hold this security in this account at least through the date of the next annual meeting. Commerce Trust Company is a member of the Depository Trust and Clearing Company.

If you should have any questions, please call me.

Sincerely,

Dan Rice
Institutional Relationship Administrator

DR/lj



School Sisters
of Notre Dame

General Pacific Province
Sydney Office

Notre Dame de L'Immaculée Conception
13107 Woodway Road, Pearl Beach
Hobart, TAS 7503, 2291

Attn: Stephen Littleton

Secretary

Exam/MSI Corporation

5959 Los Colinas Blvd

Irving, TX 75039-2298

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

Sherry M. Englande
Manager, ESG Engagement



VIA UPS – OVERNIGHT DELIVERY

December 16, 2020

Mr. Timothy P. Dewane
Shalom/JPIC Office Director
School Sisters of Notre Dame, Central Pacific Province
13105 Watertown Plank Road
Elm Grove, WI 53122-2291

Dear Mr. Dewane:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of School Sisters of Notre Dame, Central Pacific Province (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. By copy of a letter from Commerce Trust Company, share ownership has been verified.

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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.

Sincerely,

A handwritten signature in black ink, appearing to read "Sherry Englande".

SME/tib



RECEIVED
DEC 04 2020
S. A. LITTLETON

December 3, 2020

Mr. Stephen Littleton
VP of Investor Relations & Secretary
ExxonMobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

Dear Mr. Littleton,

The members of the Sisters of Providence, Mother Joseph Province urge ExxonMobil to respond to our Climate Emergency by aligning its lobbying activities with the Paris Agreement's goal of limiting average global warming well below 2 degrees Celsius.

Therefore, the Sisters of Providence, Mother Joseph Province is co-filing the enclosed resolution with BNP Paribas Asset Management for action at the annual meeting in 2021. We submit it for inclusion in the proxy statement under Rule 14a-8 of the general rules and regulations of the Securities Exchange Act of 1934. A representative of the shareholders will attend the annual meeting to move the resolution as required by SEC rules.

As of December 3, 2020 the Sisters of Providence, Mother Joseph Province held, and has held continuously for at least one year, 35 shares of ExxonMobil Corporation common stock. A letter verifying ownership in the Company is enclosed. We will continue to hold the required number of shares in ExxonMobil Corporation through the annual meeting in 2021.

We authorize the lead filer on this resolution, BNP Paribas Asset Management and its representative, Adam Kanzer, to withdraw on our behalf if an agreement is reached. In addition, we authorize ExxonMobil and the Securities and Exchange Commission to communicate solely with the above named lead filer as representative of the filer group in connection with any no-action letter or other correspondence.

Please copy me on all communications: David.Neisius@providence.org/

Sincerely,

A handwritten signature in black ink, appearing to read 'David Neisius'.

David Neisius
Provincial Treasurer



Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.



December 3, 2020

Sisters of Providence - Mother Joseph Province
Provincial Admin Finance
1801 Lind Ave SW, M1-C
Renton, WA 98057

Account #: ***
Questions: +1 877-561-1918
x35485

Requested Account Information

Dear David Neisius,

This letter is being written to confirm the number of shares held of Exxon Mobil Corp (Symbol: XOM) in the above listed account for which you are an authorized agent

12/09/2010 - Buy - 35 shares Exxon Mobil Corp (Cusip: 30231G102)

The shares have been continuously held in the account since the purchase date. At the time this letter was written on 12/3/2020, the 35 shares of Exxon Mobil Corp (Symbol: XOM) remain in the account.

This letter is for informational purposes only and is not an official record. Please refer to your statements and trade confirmations as they are the official record of your transactions.

Thank you for choosing Schwab. We appreciate your business and look forward to serving you in the future. If you have any questions, please call me or any Client Service Specialist at +1 877-561-1918 x35485.

Sincerely,

Brady Richardson

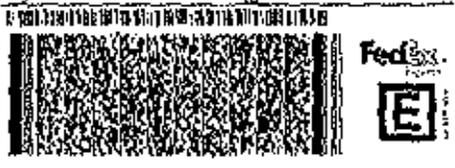
Brady Richardson
Sr Specialist, Escalation Support
2423 E Lincoln Dr
Phoenix, AZ 85016-1215

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

Sherry M. Englande
Manager, ESG Engagement

ExxonMobil

VIA UPS – OVERNIGHT DELIVERY

December 8, 2020

Mr. David Neisius
Provincial Treasurer
Sisters of Providence, Mother Joseph Province
1801 Lind Avenue SW, #9016
Renton, WA 98057-9016

Dear Mr. Neisius:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. However, the December 3, 2020, letter from Charles Schwab does not confirm at least \$2,000 in market value and therefore, proof of share ownership does not meet requirements, as shown below.

In order to be eligible to submit a shareholder proposal, Rule 14a-8 (copy enclosed) requires a co-filer to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. For this Proposal, the date of submission is December 3, 2020, which is the date the Proposal was received by the overnight delivery service.

The Co-filer does not appear in our records as a registered shareholder. Moreover, to date we have not received proof that the Co-filer has satisfied these ownership requirements. To remedy this defect, the Co-filer must submit sufficient proof verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including December 3, 2020.

As explained in Rule 14a-8(b), sufficient proof must be in the form of:

- a written statement from the "record" holder of the Co-filer's shares (usually a broker or a bank) verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 3, 2020; or
- if the Co-filer has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting the Co-filer's ownership of the requisite number of ExxonMobil shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in the first bullet point above, please note that 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 that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Such brokers and banks are often referred to as "participants" in DTC. In Staff Legal Bulletin No. 14F (October 18, 2011) (copy enclosed), the SEC staff has taken the view that only DTC participants should be viewed as "record" holders of securities that are deposited with DTC.

The Co-filer can confirm whether its broker or bank is a DTC participant by asking its broker or bank or by checking the listing of current DTC participants, which may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- If the Co-filer's broker or bank is a DTC participant, then the Co-filer needs to submit a written statement from its broker or bank verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 3, 2020.
- If the Co-filer's broker or bank is not a DTC participant, then the Co-filer needs to submit proof of ownership from the DTC participant through which the securities are held verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 3, 2020. The Co-filer should be able to find out who this DTC participant is by asking the Co-filer's broker or bank. If the Co-filer's broker is an introducing broker, the Co-filer may also be able to learn the identity and telephone number of the DTC participant through the Co-filer's account statements because the clearing broker identified on the Co-filer's account statements will generally be a DTC participant. If the DTC participant that holds the Co-filer's shares knows the Co-filer's broker's or bank's holdings, but does not know the Co-filer's holdings, the Co-filer needs to satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that for the one-year period preceding and including December 3, 2020, the required amount of securities were continuously held – one from the Co-filer's broker or bank, confirming the Co-filer's ownership, and the other from the DTC participant confirming the broker or bank's ownership.

Pursuant to SEC Staff Legal Bulletin 14I, the submission of a proposal by proxy (i.e., by a representative rather than by the shareholder directly) must include proper documentation describing the shareholder's delegation of authority to the proxy. This documentation must:

- identify the shareholder-proponent and the person or entity selected as proxy;
- identify the company to which the proposal is directed;
- identify the annual or special meeting for which the proposal is submitted;
- identify the specific proposal to be submitted (e.g., proposal to lower the threshold for calling a special meeting from 25% to 10%); and
- be signed and dated by the shareholder.

The SEC's rules require that any response to this letter must be postmarked or transmitted electronically to us no later than 14 calendar days from the date this letter is received. Please mail any response to me at ExxonMobil at the address shown above. Alternatively, you may send your response to me via facsimile at _____, or by email to _____

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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 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.

Sincerely,

A handwritten signature in cursive script, appearing to read "Sherry Eglende".

SME/tlb

Enclosures

Englande, Sherry M

From: Broussard, Jenifer L on behalf of Shareholder Relations /SM
Sent: Wednesday, December 23, 2020 8:21 AM
To: Englande, Sherry M; Bates, Tamara L
Subject: FW: Response to Dec 8 letter
Attachments: Exxon Mobil Corporation Sherry M. Englande Letter.pdf; Revised Confirm Letter from Schwab.pdf

Received in SR inbox yesterday afternoon.

From: Neisius, David W [mailto:David.Neisius@providence.org]
Sent: Tuesday, December 22, 2020 2:38 PM
To: Shareholder Relations /SM
Subject: Response to Dec 8 letter

Dear Sherry – this e-mail is responding to your letter of December 8 (copy attached). Per request, I have attached the revised account confirmation letter from Charles Schwab confirming our ownership of 35 ExxonMobil shares over the past year at a minimum value during this time of \$30.11 per share. Note that although the market value falls below the \$2,000 threshold mentioned in your letter, we are co-filers in this shareholder initiative so our shares can be aggregated with the other co-filers.

Thank-you for your assistance,

David Neisius
Provincial Treasurer
Sisters of Providence Mother Joseph Province

This message is intended for the sole use of the addressee, and may contain information that is privileged, confidential and exempt from disclosure under applicable law. If you are not the addressee you are hereby notified that you may not use, copy, disclose, or distribute to anyone the message or any information contained in the message. If you have received this message in error, please immediately advise the sender by reply email and delete this message.



December 21, 2020

David Neisius, Authorized Agent
Sisters of Providence Corporate Account - Mother
Provincial Admin Finance
1801 Lind Ave Sw, M1-C
Renton, WA 98057

Account #: ***
Questions: +1-800-378-0685 ext
71054

Requested Account Information

Dear David Neisius,

This letter is being written to confirm the following information of Exxon Mobil Corp stock, (Symbol: XOM), held in the above listed account for which you are an authorized agent.

12/09/2010 - Buy - 35 shares Exxon Mobil Corp (Cusip: 30231G102)

The 35 shares of Mobil Corp (Symbol: XOM) remain in the account, as of December 3, 2020.

The minimum value the stock reached, for the time frame 12/03/2019 - 12/03/2020, was \$30.11 per share.

This letter is for informational purposes only and is not an official record. Please refer to your statements and trade confirmations as they are the official record of your transactions.

Thank you for choosing Schwab. We appreciate your business and look forward to serving you in the future. If you have any questions, please call me or any Client Service Specialist at +1-800-378-0685 ext 71054.

Sincerely,

Gordon Deschambault

Gordon Deschambault
Partner Support
8332 Woodfield Crossing Blvd
Indianapolis, IN 46240-2482



RECEIVED
DEC 03 2020
S. A. LITTLETON

December 2, 2020

Mr. Stephen Littleton
VP of Investor Relations & Secretary
ExxonMobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

Dear Mr. Littleton,

The Sisters of the Holy Names of Jesus and Mary call on ExxonMobil to respond to our Climate Emergency by aligning its lobbying activities with the Paris Agreement's goal of limiting average global warming well below 2 degrees Celsius.

Therefore, the Sisters of the Holy Names of Jesus and Mary is co-filing the enclosed resolution with BNP Paribas Asset Management for action at the annual meeting in 2021. We submit it for inclusion in your proxy statement in accordance with rule 14a-8 of the general rules and regulations of the Securities and Exchange Act of 1934. A representative of the filers will attend the stockholders meeting to move the resolution as required by SEC Rules.

As of December 2, 2020 the Sisters of the Holy Names of Jesus and Mary U.S.-Ontario Province Corporation held, and has held continuously for at least one year, 70 shares of ExxonMobil Corporation common stock. A letter verifying ownership in the Company is enclosed. We will continue to hold the required number of shares in the ExxonMobil Corporation through the annual meeting in 2021.

We authorize the lead filer on this resolution, BNP Paribas Asset Management and its representative, Adam Kanzer, to withdraw on our behalf if an agreement is reached. In addition, we authorize ExxonMobil and the Securities and Exchange Commission to communicate solely with the above-named lead filer as representative of the filer group in connection with any no-action letter or other correspondence.

Please copy me on all communications: Vicki Cummings: vcummings@snjmuson.org

Sincerely,

Vicki L. Cummings
Chief Financial Officer

Encl: Shareholder Resolution
Verification of Ownership

Finance Office, U.S.-Ontario Province Administrative Centre

PO Box 398, Marylhurst, OR 97036 503-675-7100 info@snjmuson.org
snjmusontario.org

Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.



BNY MELLON

BNY Mellon Asset Servicing
240 Greenwich St., 101-0600
New York, NY 10286

December 2, 2020

To Whom It May Concern:

This letter is to verify that Sisters of the Holy Names of Jesus & Mary owns 70 shares of Exxon Mobile Inc. common stock. Furthermore, the Sisters of the Holy Names of Jesus & Mary has held shares of Exxon Mobile Inc. continuously since before December 2009 up to and including the one year period preceding and including December 2, 2020. Sisters of the Holy Names of Jesus & Mary will continue to hold at least the minimum number of shares required through the time of the company's next annual meeting.

This security is currently held by Bank of New York Mellon who serves as custodian for Sisters of the Holy Names of Jesus and Mary. The shares are registered in our nominee name at the Bank of New York Mellon. Please note that the Bank of New York Mellon is a DTC participant.

Sincerely

Michael T. Shayne, Vice President
BNY Mellon – Asset Servicing
101 Barclay Street
New York, NY 10286
michael.shayne@bnymellon.com

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

Sherry M. Englande
Manager, ESG Engagement



VIA UPS – OVERNIGHT DELIVERY

December 8, 2020

Ms. Vicki L. Cummings
Chief Financial Officer
Sisters of the Holy Names of Jesus and Mary
PO Box 398
Marylhurst, OR 97036

Dear Ms. Cummings:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Sisters of the Holy Names of Jesus and Mary (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. By copy of a letter from BNY Mellon, share ownership has been verified.

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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.

Sincerely,

A handwritten signature in black ink that reads "Sherry Englande". The signature is written in a cursive, flowing style.

SME/tib

c:



**Sisters of the Holy Names
of Jesus and Mary**

General Administration

RECEIVED

DEC 1 2020

S. A. LITTLETON

December 10th, 2020

Mr. Stephen Littleton
VP of Investor Relations & Secretary
ExxonMobil Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

Dear Mr. Littleton,

The members of the *Congrégation des Soeurs des Saints Noms de Jésus et de Marie* urge ExxonMobil to respond to our Climate Emergency by aligning its lobbying activities with the Paris Agreement's goal of limiting average global warming well below 2 degrees Celsius.

Therefore, the *Congrégation des Soeurs des Saints Noms de Jésus et de Marie* is co-filing the enclosed resolution with BNP Paribas Asset Management for action at the annual meeting in 2021. We submit it for inclusion in the proxy statement under Rule 14a-8 of the general rules and regulations of the Securities Exchange Act of 1934. A representative of the shareholders will attend the annual meeting to move the resolution as required by SEC rules.

As of December 10th, 2020 the *Congrégation des Soeurs des Saints Noms de Jésus et de Marie* held, and has held continuously for at least one year, 100 shares of ExxonMobil Corporation common stock. A letter verifying ownership in the Company is enclosed. We will continue to hold the required number of shares in Exxon Mobil Corporation through the annual meeting in 2021.

We authorize the lead filer on this resolution, BNP Paribas Asset Management and its representative, Adam Kanzer, to withdraw on our behalf if an agreement is reached. In addition, we authorize ExxonMobil and the Securities and Exchange Commission to communicate solely with the above named lead filer as representative of the filer group in connection with any no-action letter or other correspondence.

Please copy the Executive Director of the *Congrégation des Soeurs des Saints Noms de Jésus et de Marie* on all communications: Bernard Voyer: bvoyeur@snjm.org/

Sincerely,


Mary Ellen Holohan, SNJM
Congregation Councilor, Treasurer

Encl.: Verification of ownership
Resolution

December 10th, 2020

To whom it may concern:

Subject: Verification of Ownership

This letter is to verify that the Congrégation des Soeurs des Saints Noms de Jésus et de Marie owns 100 shares of Exxon Mobil Corporation common stock.

Furthermore, the Congrégation des Soeurs des Saints Noms de Jésus et de Marie has held these shares continuously since the purchase date of March 31st, 2008 including the one-year period preceding and including December 9th, 2020. At least the minimum number of shares required will continue to be held through the time of the company's next annual meeting.

This security is currently held by Desjardins Trust who serves as custodian for the Congrégation des Soeurs des Saints Noms de Jésus et de Marie. The shares are registered in our nominee name at Desjardins Trust. Please note that Desjardins Trust is a DTC participant.

Sincerely,



Véronique Lacasse
Account Manager
Custody Services

.....
Desjardins Trust
1 Complexe Desjardins
P.O. Box 34 Desjardins Station
Montréal (Québec) H5B 1E4
(514) 286-9441

Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

Englande, Sherry M

From: Bernard Voyer <bvoyer@snjm.org>
Sent: Wednesday, December 23, 2020 1:54 PM
To: Bates, Tamara L
Subject: RE: ExxonMobil 2021 Co-Filer Acknowledgement Letter

Categories: External Sender

External Email - Think Before You Click

Dear Ms. Sherry M. Englande,

Further to your letter dated December 18th, this will confirm the withdrawal of our proposed resolution, as it was submitted after the deadline for ExxonMobil's 2021 Annual Meeting of Shareholders.

Sister Mary Ellen Holohan, SNJM

per

Bernard Voyer, B.A., M.Mgmt

Directeur général / Executive Director / Director ejecutivo

Congrégation des Soeurs des Saints Noms de Jésus et de Marie/

Sisters of the Holy Names of Jesus and Mary – General Administration/

Hermanas de los Santos Nombres de Jesús y María - Administración general

80, rue Saint-Charles Est, Longueuil, QC J4H1A9, CANADA

+1.450. 651. 8104 Fax. : 450-651-8635

bvoyer@snjm.org www.snjm.org



From: Bates, Tamara L [<mailto:tamara.l.bates@exxonmobil.com>]

Sent: December 18, 2020 16:18

To: Bernard Voyer <bvoyer@snjm.org>

Subject: ExxonMobil 2021 Co-Filer Acknowledgement Letter

Sent on Behalf of Sherry M. Englande

Dear Mr. Voyer,

Please see the attached acknowledgement letter concerning your co-filer status.

Regards,

Tamara L. Bates

ESG Engagement Analyst

Investor Relations

Exxon Mobil Corporation

5959 Las Colinas Blvd., Room 2635

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

Sherry M. Englande
ESG Manager



VIA EMAIL

December 18, 2020

Ms. Mary Ellen Holohan, SNJM
Congregation Councilor, Treasurer
Congrégation des Soeurs des Saints Noms de Jésus et de Marie
80, St-Charles St. East
Longueuil, Quebec, Canada J4H1A9

Dear Ms. Holohan:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. However, your submission, dated on December 10, 2020, was received at our principal executive office on December 14, 2020, after the deadline for submitting proposals. Accordingly, we ask that you confirm your withdrawal of your proposal in accordance with Rule 14a-8 and the Staff Legal Bulletin No. 14F (copy enclosed), that requires proposals for a regularly scheduled annual meeting 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.

ExxonMobil's 2020 Proxy Statement (<https://corporate.exxonmobil.com/-/media/Global/Files/investor-relations/annual-meeting-materials/proxy-materials/2020-Proxy-Statement.pdf>) states: The deadline for receipt of a proposal to be considered for inclusion in the 2021 proxy statement is 5 p.m. Central Time, on December 10, 2020.

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 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.

Sincerely,

A handwritten signature in black ink that reads "Sherry Englande". The signature is written in a cursive, flowing style.

SME/tlb

Enclosures