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Louis L. Goldberg

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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 Bernie J. Pafford (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 discontinue the practice of payments and/or reimbursements to senior executives, including the CEO, for personal expenses which are not allowed to US dollar paid salaried employees under the Company’s policies and procedures.

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)(7) because the Proposal deals with matters related to the Company's ordinary business operations.

Under Rule 14a-8(i)(7), a shareholder proposal may be excluded from a company's proxy materials if the proposal "deals with matters relating to the company's ordinary business operations." In Exchange Act Release No. 34-40018 (May 21, 1998) (the "**1998 Release**"), the Commission stated that the policy underlying the ordinary business exclusion rests on two central considerations. The first recognizes that certain tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight. The second consideration relates to the degree to which the proposal seeks to "micro-manage" the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.

In accordance with these principles, the Staff consistently has permitted exclusion of shareholder proposals under Rule 14a-8(i)(7) primarily relating to employee compensation and benefits, even when the proposal was couched in terms of executive compensation. *See, e.g., Delta Air Lines, Inc.* (Mar. 27, 2012) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting that the board prohibit payment of incentive compensation to executive officers unless the company first adopts a process to fund the retirement accounts of its pilots, noting that "although the proposal mentions executive compensation, the thrust and focus of the proposal is on the ordinary business matter of employee benefits"); *Exelon Corp.* (Feb. 21, 2007) (permitting exclusion under Rule 14a-8(i)(7) of a proposal seeking to prohibit bonus payments to executives to the extent performance goals were achieved through a reduction in retiree benefits, noting that "although the proposal mentions executive compensation, the thrust and focus of the proposal is on the ordinary business matter of general employee benefits").

The Proposal micromanages the Company's compensation practices.

A proposal may be excluded under Rule 14a-8(i)(7) if it seeks to micromanage the company by specifying in detail the manner in which the company should address the issue, including executive compensation. *See JPMorgan Chase & Co.* (Mar. 22, 2019) (proposal requesting the board adopt a policy prohibiting the vesting of equity-based awards for senior executives due to a voluntary resignation to enter government service); *Abbott Laboratories* (Feb. 28, 2019) (proposal requesting the company adopt a policy that the compensation committee must approve proposed sales of compensation shares by senior executives during a buyback and for the company to include explanatory disclosure in the proxy statement describing how the committee concluded that approving the sale was in the company's long-term best interest); *AbbVie Inc.* (Feb. 15, 2019) (proposal requesting the board adopt a policy that no financial metrics shall be adjusted to exclude legal or compliance costs when evaluating performance for purposes of determining the amount or vesting of any senior executive incentive compensation award).

In Staff Legal Bulletin No. 14K (October 16, 2019) ("**SLB 14K**") the Staff noted that, in evaluating arguments under the micromanagement prong of Rule 14a-8(i)(7), it conducts an assessment of the level of "prescriptiveness" of the proposal: "Notwithstanding the precatory nature of a proposal, if the method or strategy for implementing the action requested by the proposal is overly prescriptive, thereby potentially limiting the judgment and discretion of the board and management, the proposal may be viewed as micromanaging the company...When a proposal

prescribes specific actions that the company's management or the board must undertake without affording them sufficient flexibility or discretion in addressing the complex matter presented by the proposal, the proposal may micromanage the company to such a degree that exclusion of the proposal would be warranted."

The evaluation of the manner in which the Proposal seeks to address the subject matter raised, rather than the subject matter itself, is critical to the analysis of whether the Proposal micromanages the Company. In this case, the Proposal seeks to micromanage the Company by imposing specific methods for implementing complex policies in its request that the Board of Directors discontinue any payments and/or reimbursements to senior executives for personal expenses which are not allowed to U.S. dollar-paid salaried employees.

In particular, the Proposal would prohibit, without regard to circumstance and without any reasonable exceptions or any flexibility, all payments and/or reimbursements for personal expenses to senior executives that are not available to the broader group of Company employees that the Proposal identifies as "U.S. dollar paid salaried employees." The focus of the Proposal on restricting payments and/or reimbursements for personal expenses to senior executives imposes specific methods for determining and implementing complex executive compensation programs in that the Proposal would prohibit providing multiple benefits to senior executives globally across the Company based solely on the criteria of whether the same benefits are available to all U.S. dollar-paid salaried employees. This would appear to include circumstances where such benefits are provided to a significant number, but not all, Company employees, including, for example, benefits available to some or all of the Company's international employee population who are not U.S. dollar-paid employees and benefits that are provided to hundreds or even thousands of senior management, professional, and technical employees (who are not senior executives).

It is common at most companies for the types and amounts of benefits to vary by the nature of the employee's position as well as work location. Different types of benefits may be provided when employees are promoted, including expanded versions of existing benefits or entirely new benefits. The additional or new benefits provided when employees are promoted to executive positions are part of a company's objective of designing executive compensation with components that are intended to motivate and retain employees for the long-term.

The Proposal would also not allow the Company to offer benefits to senior executives that are necessary for the Company to operate efficiently, such as expanded security services that are more costly or complex, especially across countries. In addition, the Proposal would frustrate the Company's ability to hire executives currently working for other companies by preventing the Company from offering benefits that are commensurate with what those executives receive at the other companies, as the Company would be prohibited from offering any benefits that are not already available to all of the Company's U.S. dollar-paid salaried employee population.

The Company operates in over 200 countries around the world with over 75,000 employees. The restriction that the Company may not provide for payments and/or reimbursements of personal expenses to senior executives beyond those provided to "U.S. dollar paid" salaried employees would unduly inhibit the Company's ability to provide benefits to senior executives that are tailored to the local jurisdictions in which those executives operate and where the Company competes for talent with local companies. In some jurisdictions, certain types of benefits, such as having a company car and driver, are expected and more routinely provided than in the U.S. (and may be necessary for security reasons in the local region). Further, the Proposal would severely restrain the Company's ability to provide benefits in recognition of the compensation differences among the countries in

which the Company does business, but where those benefits are not available to the Company's general U.S. employee workforce.

Specific judgments concerning whether and how, if at all, to provide benefits to executives that may not be available to all "U.S. dollar paid salaried employees" entails a complex process involving the business judgment of the Compensation Committee of the Company's Board of Directors as informed by the views and experience of the Committee's independent compensation consultant as well as the input of the Company's management. The Proposal's attempt to dictate and categorically prohibit any such additional benefits whatsoever without regard to circumstance and without any reasonable exceptions or flexibility would impose specific methods for implementing complex policies and therefore probes too deeply into matters of a complex and highly detailed nature upon which shareholders, as a group, are not in a position to make an informed judgment. The explicit direction underlying the Proposal would clearly impact the Company's policies and procedures with respect to the design and implementation of different forms of compensation and benefits that the Company offers to its senior executives as well as non-executive employees globally or in different regions, and the elimination of these types of benefits (and of the flexibility to tailor such benefits by region) would undoubtedly impact senior executive compensation in other respects. Therefore, the Proposal attempts to micromanage the Company and is precisely the type of restriction that Rule 14a-8(i)(7) is intended to prevent.

The Proposal addresses aspects of senior executive compensation that are also applicable to the general workforce.

To the extent that "personal expenses" in the Proposal is included in the All Other Compensation column of the Summary Compensation Table in the Company's proxy statement, several components are also available to salaried employees and therefore to a broader group of the workforce beyond senior executives.

Generally, the Company's senior executives participate in the same compensation programs as salaried employees on the same home-country payroll. The Company's broad-based employee life insurance program that provides coverage of up to two times base salary is generally available to U.S. employees. The Company eliminated the senior executive term life insurance program for all newly eligible senior executives as of October 2007. The U.S. 401(k) savings plan and U.S. defined benefit pension plan is similarly available to all U.S. employees who choose to participate after meeting minimum service requirements. The Company's non-qualified U.S. supplemental savings and pension plans are also available to all eligible U.S. employees meeting U.S. Internal Revenue Code limits on compensation for participation in the comparable qualified plans and are not limited to senior executives. Depending on differences in local laws and customs, pension and other retirement plans with varying terms are available for employees in many other jurisdictions around the world. Furthermore, the company provides relocation benefits on a consistent basis to eligible employees around the world.

The Company provides security for its employees, as appropriate based on an assessment of risk, which includes consideration of the employee's position and work location. The types of security services that are disclosed in the proxy statement include: security systems at executive residences; security services and personnel (at residences and/or during personal travel); car and personal security driver; and communications equipment. In the U.S. these services are provided based primarily on an assessment of risk according to the employee's position, but in many higher-risk locations where the Company operates, similar or even more extensive security services are provided for executives and employees to securely and safely conduct their business.

In terms of financial planning, the Company provides multiple benefits to employees who are not senior executives. The Company makes available a financial planning program to all U.S. dollar-paid employees. The financial planning program available to senior executives has been eliminated for newly eligible participants, effective January 2021. Retirement counseling is available to all salaried employees nearing eligibility for normal retirement. Expatriate employees worldwide, whether or not senior executives, are provided with assistance for preparation of their tax returns at no costs to the employee. Accordingly, the Proposal covers and seeks to restrict numerous aspects of senior executive benefits that are also applicable to the general workforce.

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.

Respectfully yours,



Louis L. Goldberg

Attachment

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

Proposal

Resolved – Shareholders request that the Board of Directors discontinue the practice of payments and/or reimbursements to senior executives, including the CEO, for personal expenses which are not allowed to US dollar paid salaried employees under the Company's policies and procedures.

Supporting Statement:

There are underlying principles to Corporate policies that should be consistently applied to ensure that they apply to every employee. Exceptions made for Senior Management may send the wrong message ("don't do as I do, do as I say") to other employees. These exceptions include, but are not limited to, costs associated with personal travel (such as "Personal Security" and fuel, airport fees, and incremental pilot costs associated with the CEO's use of Company aircraft, both of which are listed in the "All Other Compensation" Section on page 52 of the Notice of 2020 Annual Meeting and Proxy Statement), tax preparation, and financial planning services.

Other employees who report personal charges on an expense statement must reimburse the Company. If they do not, they are subject to disciplinary measures up to and including termination.

In addition, a third-party service is already available to provide financial advice to regular employees. Senior Executives should use that same service if they also need advice.

In all cases, the Company's CEO and senior executives are well compensated beyond these items through base salary, bonuses, and stock awards. To be sure, senior executive salaries and remuneration are more than sufficient to allow them to use their own funds for personal expenses.

Exhibit B

Shareholder Correspondence

Wealth Management
1100 Poydras St. Suite 1900
New Orleans, LA 70113
Tel: 504.587.9611

Morgan Stanley

RECEIVED

SEP 24 2020

S. A. LITTLETON

September 21, 2020

Mr. Stephen Littleton – Secretary
Exxon Mobil Corporation

Re: Michael Keenan

To Whom It May Concern:

Please be advised that Michael Keenan currently maintains the following brokerage account at Morgan Stanley Smith Barney LLC ("Morgan Stanley") which contains a long position in Exxon Mobile Corp (XOM) of 10,000 shares as of the close of business on September 15, 2020.

<u>A/C Number</u>	<u>A/C Title</u>
***	Michael Keenan and Monica Keenan

The Client has held the position in XOM in the Account continuously since prior to December 31, 2015.

We are presenting the information contained herein pursuant to our Client's request. It is valid as of the date of issuance. Morgan Stanley does not warrant or guarantee that such identified securities, assets or monies will remain in the Client's account. The clients have the power to withdraw assets from this account at any time and no security interest or collateral rights are being granted to any party other than Morgan Stanley.

Thank you for your time and consideration in this matter.

Sincerely,



Wayne Barrett, First Vice President
Complex Business Service Manager

cc: Michael and Monica Keenan

Morgan Stanley

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Mr Stephen Littleton - Secretary
Exxon mobile Corp

75039-223899



October 18, 2020

Mr. Stephen Littleton – Secretary
Exxon Mobil Corporation

Dear Mr. Littleton:

Via this letter I confirm that I own 10,000 shares of Exxon Mobil stock. These shares are held in a brokerage account at Morgan Stanley, 1100 Poydras Street, Suite 1900, New Orleans, LA 70163.

It is my intention to maintain a sufficient amount of these shares to maintain a market value of at least \$2,000 through the Exxon Mobil shareholder meeting in 2021.

Yours truly,

Michael J. Keenan

November 3, 2020

RECEIVED

NOV 09 2020

S. A. LITTLETON

Mr. Stephen A. Littleton
Secretary, Exxon Mobil Corporation

Subject: Shareholder Proposal Submission

Dear Sir :

Attached please find the following:

- a proposal for potential consideration at the next annual shareholder meeting prepared by Michael J. Keenan and myself (Bernie J. Pafford)
- and
- a letter from Mr. Keenan to Mr. Littleton regarding his share ownership.

In addition, I am confirming that I hold over 10500 shares of Exxon Mobil (EM) Stock (which does not include 1200 shares associated with restricted stock options) and that I will continue to hold at least \$2000 in EM share market value through the date of that next annual shareholder meeting.

Per an August 13th email from Pam Bell, we are anticipating confirmation that you have received this information and whether or not there are any issues and/or any deficiencies either with the proposal or personal information provided on stock ownership. Please include Michael Keenan in any reply via email at the following address:

Thank you so much in advance for your handling of the proposal.

Respectfully,
Bernie J. Pafford

Bernie Pafford

Proposal for Shareholder Meeting

Resolution – Changes to Other Compensation

Shareholders request that the following compensation items for current and former executives be permanently changed such that

- Executives shall reimburse the Company for costs associated with personal travel (such as those listed under “Personal Security” in “All Other Compensation”),
- the CEO shall reimburse the Company for incremental costs (which include, but are not limited to, fuel, airport fees, and incremental pilot costs) associated with personal use of the Company aircraft,
- Senior Executives shall pay for their own tax preparation and for any financial service that is not already available to all salaried employees,
- neither administrative support nor Company office space (either Company owned or contracted) will be made available for retired employee Directors, and
- payments for unused vacation for retiring Executives shall adhere to the same policy and procedures applied to US dollar paid salaried employees.

Supporting Statement:

There are underlying principles to Corporate policies that should be consistently applied to ensure that they apply to every employee. Exceptions made for Senior Management send the wrong message (“don’t do as I do, do as I say”) to other employees. The listed changes aim at correcting these inconsistencies.

Other employees who report personal charges on an expense statement must reimburse the Company. If they do not, they are subject to disciplinary measures up to and including termination. As a result, any charges associated with personal travel by a Senior Executive should be at his/her expense.

The Company shall not reimburse any third-party tax preparation costs for any employee. A third-party service is already available to provide financial advice to regular employees. Senior Executives should use that same service if they also need advice. Costs for financial advice services other than that generally provided shall not be reimbursed by the Company.

In addition, post retirement, no Executive should be provided with office space and/or administrative services by the Company. The 2020 Annual Meeting and Proxy Statement cites work on boards of directorship for nonprofits as one reason for retired Executives to receive this type of additional compensation. However, there are no limits cited on activities that could be covered.

In all cases, the Company’s CEO and senior executives are well compensated beyond these items through base salary, bonuses, and stock awards. To be sure, senior executive salaries and remuneration are more than sufficient to allow them to use their own funds for the activities described above whether they are pre or post retirement.

Bernie Pafford

NORTH HOUSTON TX 773

9 NOV 2020 PM 3 L



Mr. Stephen A. Littleton
Secretary, Exxon Mobil Corporation

75033-229899



SHAREHOLDER PROPOSAL ENCLOSED

Broussard, Jenifer L

From: Bell, Pam
Sent: Thursday, November 19, 2020 4:00 PM
To: Bates, Tamara L; Williams, John Enrique
Subject: FW: Submitting Shareholder Proposals - ExxonMobil
Attachments: Attachments_SEC Rule 14a-8_Apr-1-2013 and SLB 14F_Oct-18-2011.pdf

Here's the response to Bernie Pafford

Thanks.

Pamela Bell

Sr. Executive Secretary – Investor Relations

Exxon Mobil Corporation

From: Bell, Pam
Sent: Thursday, August 13, 2020 11:59 AM
To:
Subject: Submitting Shareholder Proposals - ExxonMobil

Information for submitting shareholder proposals for 2021 is contained in the 2020 Proxy Statement (see specifically page 70), which can be found on the [Investor section of our website](#). Recall that all shareholder proposals for 2021 must be received by **5:00pm Central Time on December 10, 2020**. The SEC provides specific rules regarding the processes for verifying required documentation for shareholder submissions. Once you submit your proposal, that process begins and you'll then hear from us shortly to continue engagement on the issues and/or remedy any deficiencies in the required paperwork.

Specifically, proposals can be mailed to:
Mr. Stephen Littleton – Secretary
Exxon Mobil Corporation

Or faxed to:

If you choose to also send an email of the required documentation, you may send it to us at

I hope that this information is helpful.

Thanks.

Pamela Bell

Sr. Executive Secretary – Investor Relations

Exxon Mobil Corporation

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

Stephen A. Littleton
Vice President, Investor Relations
and Secretary



VIA UPS – OVERNIGHT DELIVERY

November 20, 2020

Mr. Bernie J. Pafford

Dear Mr. Pafford:

This will acknowledge receipt of correspondence dated November 3, 2020, regarding submission of a shareholder proposal (the "Proposal") for ExxonMobil's 2021 annual meeting of shareholders. Depending in part on the intended relationship between yourself and Mr. Keenan with respect to this Proposal, the submission includes a number of procedural deficiencies, which Securities and Exchange Commission ("SEC") regulations require us to bring to your attention and which must be remedied as described in more detail below.

Identity of Lead Filer and/or Co-Filer

The November 3 submission indicates the Proposal has been prepared by yourself and Mr. Keenan, but does not make clear in what respective capacities you and Mr. Keenan intend to act with respect to the Proposal. Two different persons may not file a single proposal. It is permitted for one person or entity to file a proposal as the "Lead Filer," and for other persons or entities to act as "Co-Filers" of the same proposal. If that is the intention of your submission, we request documentation clarifying that fact: in particular, identifying whether you or Mr. Keenan intend to act as Lead Filer. In the absence of further clarification, we will assume that you are the Lead Filer and Mr. Keenan intends to act as a Co-Filer (subject to correction of other issues identified in this letter and in our separate letter of even date herewith to Mr. Keenan).

Pursuant to SEC Staff Legal Bulletin 14F dealing with co-filers, it is important for each co-filer to document that the Lead Filer has clear authority to act on behalf of all Co-Filers with respect to a proposal, including with respect to any negotiated withdrawal of the proposal. Unless a Lead Filer is identified with clear authority to act on behalf of all Co-Filers and considering SEC staff guidance, it will be difficult for us to engage in productive dialogue concerning your Proposal.

Alternatively, if the intention is not for you or Mr. Keenan to serve as Lead Filer of the Proposal and for the other to serve as a Co-Filer, but rather for one of you to act solely

as a representative or "proxy" for the other, SEC Staff Legal Bulletin 14I provides that 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.

More Than One Proposal

Pursuant to Rule 14a-8(c), a shareholder may submit no more than one proposal to a company for a particular shareholders' meeting. Based on your Proposal, it appears to contain five separate proposals each dealing with a different item of compensation and recommending different actions. Specifically, your submission proposes that:

1. Executives reimburse the company for costs associated with personal travel;
2. The CEO reimburse the Company for incremental costs associated with personal use of the Company aircraft;
3. Senior Executives shall pay for their own tax preparation and for any financial service;
4. Neither administrative support nor Company office space will be made available for retired employees Directors; and
5. Payments for unused vacation for retiring Executives shall adhere to the same policy and procedures applied to US dollar paid salaried employees.

You must correct this procedural deficiency by indicating which one of these five proposals you would like to submit and withdrawing the others.

Corrective Action and Attendance Requirements

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 _____ com.

You should note that, if the Proposal is not withdrawn or excluded, the lead or sole filer (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.

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

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

Sincerely,



SAL/tlb

Enclosures

c: Michael J. Keenan



VIA UPS – OVERNIGHT DELIVERY

November 20, 2020

Mr. Michael J. Keenan

Dear Mr. Keenan:

This will acknowledge receipt of correspondence dated November 3, 2020, regarding submission of a shareholder proposal (the "Proposal") for ExxonMobil's 2021 annual meeting of shareholders. Depending in part on the intended relationship between yourself and Mr. Pafford with respect to this Proposal, the submission includes a number of procedural deficiencies, which Securities and Exchange Commission ("SEC") regulations require us to bring to your attention and which must be remedied as described in more detail below.

Identity of Lead Filer and/or Co-Filer

The November 3 submission indicates the Proposal has been prepared by yourself and Mr. Pafford, but does not make clear in what respective capacities you and Mr. Pafford intend to act with respect to the Proposal. In fact, while the submission includes a letter from Morgan Stanley regarding your share ownership (for further discussion regarding deficiencies in that documentation below), the submission contains nothing signed by you indicating that you wish to submit the Proposal.

Two different persons may not file a single proposal. It is permitted for one person or entity to file a proposal as the "Lead Filer," and for other persons or entities to act as "Co-Filers" of the same proposal. If that is the intention of your submission, we request documentation clarifying that fact: in particular, specifying whether or not you do intend to act as a filer of the Proposal and, if so, identifying whether you or Mr. Pafford intend to act as Lead Filer. In the absence of further clarification, we will assume that Mr. Pafford is the Lead Filer and, subject of confirmation from you of your intention to submit the Proposal, that you intend to act as a Co-Filer (subject to correction of other issues identified in this letter and in our separate letter of even date herewith to Mr. Pafford).

Pursuant to SEC Staff Legal Bulletin 14F dealing with co-filers, it is important for each co-filer to document that the Lead Filer has clear authority to act on behalf of all Co-Filers with respect to a proposal, including with respect to any negotiated withdrawal of the proposal. Unless a Lead Filer is identified with clear authority to act on behalf of all Co-Filers and considering SEC staff guidance, it will be difficult for us to engage in productive dialogue concerning your Proposal.

Alternatively, if the intention is not for you or Mr. Pafford to serve as Lead Filer of the Proposal and for the other to serve as a Co-Filer, but rather for one of you to act solely as a representative or "proxy" for the other, SEC Staff Legal Bulletin 14I provides that 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.

More Than One Proposal

Pursuant to Rule 14a-8(c), a shareholder may submit no more than one proposal to a company for a particular shareholders' meeting. Based on the Proposal, it appears to contain five separate proposals each dealing with a different item of compensation and recommending different actions. Specifically, your submission proposes that:

1. Executives reimburse the company for costs associated with personal travel;
2. The CEO reimburse the Company for incremental costs associated with personal use of the Company aircraft;
3. Senior Executives shall pay for their own tax preparation and for any financial service;
4. Neither administrative support nor Company office space will be made available for retired employees Directors; and
5. Payments for unused vacation for retiring Executives shall adhere to the same policy and procedures applied to US dollar paid salaried employees.

You must correct this procedural deficiency by indicating which one of these five proposals you would like to submit and withdrawing the others.

Proof Letter Date Deficiency

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 November 4, 2020, which is the date the package was postmarked for delivery by U.S. postal service.

Assuming that you intend to act as lead filer or as a co-filer of the Proposal, or as sole filer with Mr. Pafford acting solely as your representative, you do not appear in our records as a registered shareholder. Moreover, the letter provided by Morgan Stanley only establishes your continuous ownership of sufficient ExxonMobil shares for the period to and including September 21, 2020, the date of the Morgan Stanley letter, not the date of the Proposal November 4, 2020.

To remedy this defect, you must submit sufficient proof verifying your continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including November 4, 2020.

Confirmation of Continuously Held Share Ownership for One-Year

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

- a written statement from the "record" holder of your shares (usually a broker or a bank) verifying that you continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 4, 2020; or
- if you have 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 your 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 you 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.

You can confirm whether your broker or bank is a DTC participant by asking your 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 your broker or bank is a DTC participant, you need to submit a written statement from your broker or bank verifying that you have continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 4, 2020.
- If your broker or bank is not a DTC participant, then you need to submit proof of ownership from the DTC participant through which the securities are held verifying that you continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 4, 2020. You should be able to find out who this DTC participant is by asking your broker or bank. If your broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through your account statements because the clearing broker identified on your account statements will generally be a DTC participant. If the DTC participant that holds your shares knows your broker's or bank's holdings, but does not know your holdings, you need 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 4, 2020, the required amount of securities were continuously held – one from your broker or bank, confirming your ownership, and the other from the DTC participant, confirming the broker or bank's ownership.

Corrective Action

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 _____

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,

SAL/tlb

Enclosures

c: Bernie J. Pafford



Proof of Delivery

Dear Customer,

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

Tracking Number

1Z75105X0152038048

Weight

0.20 LBS

Service

UPS Next Day Air®

Shipped / Billed On

11/20/2020

Delivered On

11/23/2020 9:24 A.M.

Ship To

HOUSTON, TX, US

Received By

DRIVER RELEASE

Left At

Front Door

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

Sincerely,

UPS

Tracking results provided by UPS: 12/01/2020 3:44 P.M. EST

RECEIVED

DEC 02 2020

S. A. LITTLETON

November 29, 2020

Mr. Stephen A. Littleton
Secretary, Exxon Mobil Corporation

Subject: Shareholder Proposal Submission

Dear Sir:

Attached please find a proposal for potential consideration at the next annual shareholder meeting.

I am confirming that I hold over 11500 shares of Exxon Mobil (EM) Stock (which does not include 1200 shares associated with restricted stock options) and that I will continue to hold at least \$2000 in EM share market value through the date of that next annual shareholder meeting.

My contact information is as follows:

Address:

Telephone:

Thank you so much in advance for your handling of the proposal.

Respectfully,
Bernie J. Pafford

Shareholder Meeting Proposal

Resolved – Shareholders request that the Board of Directors discontinue the practice of payments and/or reimbursements to senior executives, including the CEO, for personal expenses which are not allowed to US dollar paid salaried employees under the Company's policies and procedures.

Supporting Statement:

There are underlying principles to Corporate policies that should be consistently applied to ensure that they apply to every employee. Exceptions made for Senior Management may send the wrong message ("don't do as I do, do as I say") to other employees. These exceptions include, but are not limited to, costs associated with personal travel (such as "Personal Security" and fuel, airport fees, and incremental pilot costs associated with the CEO's use of Company aircraft, both of which are listed in the "All Other Compensation" Section on page 52 of the Notice of 2020 Annual Meeting and Proxy Statement), tax preparation, and financial planning services.

Other employees who report personal charges on an expense statement must reimburse the Company. If they do not, they are subject to disciplinary measures up to and including termination.

In addition, a third-party service is already available to provide financial advice to regular employees. Senior Executives should use that same service if they also need advice.

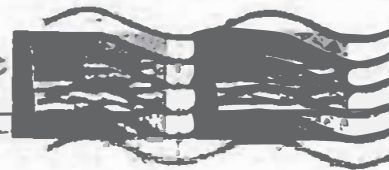
In all cases, the Company's CEO and senior executives are well compensated beyond these items through base salary, bonuses, and stock awards. To be sure, senior executive salaries and remuneration are more than sufficient to allow them to use their own funds for personal expenses.

P

Remie Pafford

NORTH HOUSTON TX 773

30 NOV 2020 PM 1 L



MR. STEPHEN A. LITTLETON
SECRETARY, EXXON MOBIL CORPORATION

75033-229833

Attention: Shareholder Proposal Enclosed



Broussard, Jenifer L

From: Bernie J Pafford
Sent: Wednesday, December 9, 2020 2:39 PM
To: Broussard, Jenifer L
Subject: Re: ExxonMobil Would Like to Schedule a Teleconference to Discuss Your Proposal on Removal of Executive Perquisites

Categories: External Sender

External Email - Think Before You Click

Thank you for your email.

I believe that the second option would be better. I also assume that you folks would initiate the call on the 21st.

Happy holidays and be safe!

Bernie Pafford

Sent from my iPhone

On Dec 9, 2020, at 1:01 PM, Broussard, Jenifer L

wrote:

Dear Mr. Pafford,

We hope that this email finds you well. Stephen Littleton would like to schedule a call to discuss your proposal regarding the removal of executive perquisites 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 with your preferred timing as soon as convenient.

Monday, 1/18/2021

9:30-10:20AM

Thursday, 1/21/2021

1:00-1:50PM

We look forward to talking with you soon.

Kind Regards,

Jenifer L. Broussard
Shareholder Relations Team
Exxon Mobil Corporation

Broussard, Jenifer L

Subject: Proponent Call: Removal of Executive Perquisites
Location: Skype Meeting (Irving Conf Rm 2650)
Start: Thu 1/21/2021 1:00 PM
End: Thu 1/21/2021 1:50 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](#)

Englande, Sherry M

From:
Sent: Wednesday, December 16, 2020 10:43 AM
To: Englande, Sherry M
Subject: Re: ExxonMobil Shareholder Proposal

Categories: External Sender

External Email - Think Before You Click

Yes, that phone number is fine. Talk to you tomorrow morning.

-----Original Message-----

From: Englande, Sherry M
To: ***
Cc: Itcmike /EXT
Sent: Mon, Dec 14, 2020 6:15 pm
Subject: RE: ExxonMobil Shareholder Proposal

Mr. Pafford –

Yes, I'll be joining Stephen Littleton for our discussion scheduled in January.
I was simply hoping to touch base with you to learn more about your proposal.

It sounds like you have some time on Thursday morning. So I'll aim to give you a call on Thursday morning at 9:00 am CT at the number you provided
If there is another number that is better, feel free to let me know.

Thank you for your time and I'll look forward to talking with you soon.
And I hope you have a very Happy Holidays as well!
Sherry

From: *** [mailto:
Sent: Monday, December 14, 2020 4:52 PM
To: Englande, Sherry M
Cc: Itcmike /EXT
Subject: Re: ExxonMobil Shareholder Proposal

External Email - Think Before You Click

I see your name is on the invite for a telecon on Jan 21 starting at 1 pm. However, if you would like to talk before that, I take no exception. At the moment, this Thursday (anytime after 9 am) or Friday morning (between 9 and noon) would work for me.

Thanks in advance and happy holidays!

Bernie Pafford

-----Original Message-----

From: Englande, Sherry M
To:

Cc: Itcmike /EXT
Sent: Mon, Dec 14, 2020 4:39 pm
Subject: ExxonMobil Shareholder Proposal

Hello Mr. Pafford -

Thank you for reaching out to ExxonMobil.

By way of introduction, I am Sherry Englande, the ESG Engagement Manager at ExxonMobil. I've received your shareholder proposal submission for our company's 2021 Annual Meeting.

Would you have time to talk about your proposal by telephone? I'd like to learn more about your resolution and your thoughts on the accommodations or additional services provided to executive officers.

If you're available, I'd like to connect with you later this week. My schedule tomorrow afternoon is fairly flexible. If that works for you, just let me know what time of day and I'd be happy to connect at that time.

Thank you again for reaching out to us.

I look forward to talking with you soon –

Sherry

Sherry M. Englande
ESG Engagement Manager

Exxon Mobil Corporation

My Site

This document may contain information that is privileged, confidential, and exempt from disclosure under applicable law. If you are not the intended recipient, you are on notice that any unauthorized disclosure, copying, distribution, or taking of any action in reliance on the contents of this document is prohibited.

Englande, Sherry M

From: Englande, Sherry M
Sent: Sunday, January 03, 2021 5:04 PM
To: ***
Subject: RE: ExxonMobil Shareholder Proposal

Hello Mr. Pafford –
I hope all is well and you are enjoying a very Happy New Year!

I wanted to circle back to you regarding your email below. I agree with your summary of our conversation with one clarification. The HR manager I'd connect you with, if you withdraw your proposal, is the Manager of Compensation, Benefits, and Policies, and regularly participates in meetings, reviews, and discussions with the Board of Directors Compensation Committee, which is comprised entirely of independent Directors. As a senior manager in ExxonMobil with responsibility for the subject matter of your proposal, this HR manager is best positioned to hear and respond to your concerns and to raise them with the Compensation Committee.

If you choose to withdraw, you can do so in an email to me with a statement to that effect ("I withdraw my proposal submitted for the 2021 Annual Shareholders Meeting...").

I hope to hear from you soon – Thank you
Sherry

From: ***
Sent: Wednesday, December 23, 2020 9:48 AM
To: Englande, Sherry M
Subject: Re: ExxonMobil Shareholder Proposal

External Email - Think Before You Click

Attached please find an abridged summary of our December 17 telecon.

You requested that I withdraw the proposal for the next annual shareholder's meeting. As an alternative, you suggested a January meeting with the HR manager who sits in on the Executive Compensation Committee. She would be in a position to bring concerns about the use of Company funds covering certain personal expenditures for senior executives. While there are no guarantees that any changes will result, you indicated that you would share feedback on the meeting and any changes that are forthcoming.

The January meeting would be attended by the HR manager, you, and me. In addition, I could invite other shareholders, such as Dr. Keenan, to participate in the discussion. You also indicated that due to timing the proposal would need to be withdrawn before that meeting would be held.

I indicated that I would make a decision and get back to you no later than January 4th.

Please confirm if you agree that this captures the essence of our discussion. In addition, if I do opt for the meeting, could you please share with me what the steps are for withdrawing a shareholder proposal. Thanks in advance.

Happy holidays.

Bernie Pafford

-----Original Message-----

From: Englande, Sherry M

To:

Cc: Itcmike /EXT <LTCMIKE@ATT.NET>

Sent: Mon, Dec 14, 2020 6:15 pm

Subject: RE: ExxonMobil Shareholder Proposal

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Thank you for your time and I'll look forward to talking with you soon.

And I hope you have a very Happy Holidays as well!

Sherry

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Sent: Monday, December 14 2020 4:52 PM

To: Englande, Sherry M

Cc: Itcmike /EXT <LTCMIKE@ATT.NET>

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Bernie Pafford

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Sent: Mon, Dec 14, 2020 4:39 pm

Subject: ExxonMobil Shareholder Proposal

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Thank you again for reaching out to us.

I look forward to talking with you soon –

Sherry