



DIVISION OF
CORPORATION FINANCE

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

March 15, 2022

Louis Goldberg
Davis Polk & Wardwell LLP

Re: Exxon Mobil Corporation (the "Company")
Incoming letter dated January 12, 2022

Dear Mr. Goldberg:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by Kenneth Steiner for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

The Proposal asks the board take the steps necessary to amend the appropriate Company governing documents to give the owners of a combined 10% of the Company's outstanding common stock the power to call a special shareholder meeting.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(i)(12)(iii). In this regard, we note that the Proposal addresses substantially the same subject matter as proposals previously included in the Company's 2021, 2020 and 2019 proxy materials, and that the 2021 proposal received less than 25% of the votes cast. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rule 14a-8(i)(12)(iii).

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2021-2022-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: Kenneth Steiner

January 12, 2022

Re: Shareholder Proposal Submitted by Kenneth Steiner and John Chevedden

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

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 Kenneth Steiner with John Chevedden as his representative (together, the “**Proponent**”) for inclusion in the proxy materials the Company intends to distribute in connection with its 2022 Annual Meeting of Shareholders (the “**2022 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 2022 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 2022 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:

Shareholders ask our board to take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting.

Currently it takes a theoretical 15% of all shares outstanding to call for a special shareholder meeting. This theoretical 15% of all shares outstanding translates into 22% of the shares that vote at our annual meeting.

REASON FOR EXCLUSION OF THE PROPOSAL

The Company believes that the Proposal may be properly omitted from the 2022 Proxy Materials pursuant to Rule 14a-8(i)(12) because the Proposal deals with substantially the same subject matter as prior proposals that have been included in the Company’s proxy materials and voted on at least three times within the preceding five calendar years and because the most recent vote on such prior proposal, at the Company’s 2021 Annual Meeting of Shareholders, was less than 25% of the votes cast (the “**2021 Annual Meeting**”).

Rule 14a-8(i)(12) states in relevant part:

“If the proposal addresses substantially the same subject matter as a proposal, or proposals, previously included in the company's proxy materials within the preceding five calendar years if the most recent vote occurred within the preceding three calendar years and the most recent vote was... (iii) Less than 25 percent of the votes cast if previously voted on three or more times.”

The SEC has stated that judgments under Rule 14a-8(i)(12) are to be “based upon a consideration of the substantive concerns raised by a proposal rather than the specific language or actions proposed to deal with those concerns.” Exchange Act Release No. 34-20091 (August 16, 1983). In past decisions, the Staff has consistently concluded that companies may properly exclude resubmissions that are based on similar substantive concerns, notwithstanding differences in specific language or implementing activities. See e.g. *Microsoft Corporation* (Sept. 28, 2021); *Alphabet, Inc.* (Apr. 16, 2019); *Apple Inc.* (Nov. 20, 2018); *JPMorgan Chase & Co.* (Jan. 27, 2017); *The Coca-Cola Co.* (Jan. 18, 2017).

A. The Proposal Deals with Substantially the Same Subject Matter as Three Proposals Previously Submitted Within the Last Five Years.

The Proposal’s subject matter is a request that the beneficial owners of a combined 10% of the Company’s outstanding stock be given the power to call a special shareholder meeting. This is the same substantive concern as prior shareholder proposals that were submitted and voted on at the Company’s annual meetings held in 2021, 2020 and 2019 (respectively, the “**2021 Proposal**,” the “**2020 Proposal**” and the “**2019 Proposal**,” and collectively, the “**Prior Proposals**”). The text of the 2021 Proposal, 2020 Proposal and 2019 Proposal are attached hereto as Exhibit B, Exhibit C and Exhibit D, respectively. The resolved clause of the Proposal is essentially the same as each of those of the Prior Proposals, as is the action requested of the Company. Although the supporting statements in the Proposal and Prior Proposals have certain differences, each fundamentally focuses on the Proponent’s belief that shareholders who beneficially own a combined 10% of outstanding common stock should have the ability to call a special shareholder meeting. Below is a summary chart comparing the language of the resolved clause of the Proposal to that of the Prior Proposals and demonstrating that the Proposal and the Prior Proposals all address substantially the same subject matter (the Company’s ownership threshold for special meeting rights) and request the same action (to lower the ownership threshold to 10%). Deletions from the Proposal are shown in red strike-through text and additions to the Proposal are shown in blue underlined text, for illustrative purposes only.

Proposal	2021 Proposal	2020 Proposal	2019 Proposal
Shareholders ask our board to take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting.	Shareholders ask our board to take the steps necessary to amend the appropriate governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting <u>without the need to get court approval.</u>	Shareholders ask our board to take the steps necessary to amend our bylaws and the appropriate governing documents to give the owners of a combined total of 10% of our outstanding common stock the power to call a special shareholder meeting <u>(or the closest percentage to 10% according to state law) without the current requirement to petition a court in order to do so. The Board of Directors would continue to have its existing</u>	<u>Resolved.</u> Shareowners ask our board to take the steps necessary <u>(unilaterally if possible)</u> to amend <u>our bylaws and each the</u> appropriate governing document to give the owners of a combined holders in <u>the aggregate of</u> 10% of our outstanding common stock the power to call a special shareowner meeting <u>(or the closest percentage to 10% according to state law) without the current requirement to petition a court in order to do so. This proposal does not impact</u>

Proposal	2021 Proposal	2020 Proposal	2019 Proposal
		<u>power to call a special meeting.</u>	<u>our board's current power to call a special meeting.</u>

The supporting statement of the Proposal contains certain language differences from those of the Prior Proposals, which are mostly identical to one another. For example, the Proposal’s supporting statement discusses the application of the Company’s current 15% ownership threshold for special meeting rights and references the use of virtual shareholder meetings, which are topics not addressed by the supporting statements of the Prior Proposals, as the Company adopted the 15% threshold in February 2020 and hosted its first virtual shareholder meeting in April 2020. These distinctions in the wording of the supporting statements contextualize each proposal in the year that it was submitted as to the issues that the Proponent believed to be relevant in that year, but does not change the substantive concern of the Proposal and the Prior Proposals. The Proposal and the Prior Proposals address the same subject matter and request the same action, in that they all seek to lower the Company’s ownership threshold to call special meetings to 10%.

B. The 2021 Proposal Did Not Receive the Shareholder Support Necessary to Permit Resubmission.

The most recent of these Prior Proposals was submitted and voted on at the 2021 Annual Meeting. According to the Company’s Form 8-K filed on June 21, 2021, there were 575,682,260 votes cast “for” the 2021 Proposal and 2,201,869,356 votes cast “against” the 2021 Proposal, such that it only received 20.7%. The Form 8-K is attached hereto as Exhibit E and is also available at <https://www.sec.gov/ix?doc=/Archives/edgar/data/0000034088/000003408821000037/xom-20210526.htm>. As described in Section F.4 of the Division of Corporation Finance: Staff Legal Bulletin No. 14 (Jul. 13, 2001), only votes cast “for” and “against” a proposal are included in the calculation of the shareholder vote on a proposal for purposes of Rule 14a-8. The percentage of shares voting “for” the Proposal at the 2021 Annual Meeting thus constituted 20.7% of the total votes cast on the Proposal, which is below the 25% threshold established in Rule 4a-8(i)(12)(iii) for a proposal that has been proposed three times or more within the preceding five calendar years.

CONCLUSION

For the reasons set forth above, we believe that the Proposal may be excluded from the Company’s 2022 Proxy Materials pursuant to Rule 14a-8(i)(12). The Company respectfully requests the Staff’s concurrence with its decision to exclude the Proposal from its 2022 Proxy Materials and further requests confirmation that the Staff will not recommend enforcement action to the SEC if it so excludes the Proposal.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this request. Please do not hesitate to call me at (212) 450-4539 or James E. Parsons, the Company's Executive Counsel, at james.e.parsons@exxonmobil.com or (972) 940-6211 if we may be of any further assistance in this matter.

Respectfully yours,



Louis Goldberg

Attachment

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

Kenneth Steiner and John Chevedden

Proposal

Shareholders ask our board to take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting.

Currently it takes a theoretical 15% of all shares outstanding to call for a special shareholder meeting. This theoretical 15% of all shares outstanding translates into 22% of the shares that vote at our annual meeting.

It would be hopeless to think that shares that do not have the time to vote would have the time to go through the special procedural stops to call for a special shareholder meeting.

Additionally all shares owned, but not owned long, are 100% excluded. Thus the owners of 22% of shares that vote at the Exxon Mobil annual meeting could determine that they own 28% of XOM stock when shares held long are included.

Thus a theoretical 15% of all shares outstanding to call for a special shareholder meeting can in practice be a 28% stock ownership threshold to call for a special shareholder meeting. A realistic 28% stock ownership threshold to call for a special shareholder meeting is nothing for management to brag about.

Shareholders also need a more reasonable stock ownership to call a special shareholder meeting to make up for the use of online shareholder meetings that give management more control. At an online meeting management can dictate that only one shareholder can speak. And a large number of 2021 online shareholder meetings dictated that no shareholders can speak.

2021 proposal

Shareholders ask our board to take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting without the need to get court approval.

A special shareholder meeting is a means shareholders can use to raise important matters outside the normal annual meeting cycle like the election of a new director.

For instance Mr. Kenneth Frazier, Merck Chair-CEO and Exxon Lead Director, was rejected by our 438 million votes in 2020. Having a Chair-CEO of another company as a Lead Director at XOM is like having a union boss set the pay of hourly workers. And Ms. Angela Braly was rejected by our 409 million votes. It has been almost a decade since Ms. Braly 59 last worked at Anthem.

And since the 2020 Exxon annual meeting there has been a dramatic development that makes shareholder meetings so much easier for management with a substantial cost reduction – the avalanche of bare bones online shareholder meetings.

Management entrenchment is so well defended at an online shareholder meeting that shareholders should have a corresponding greater flexibility in calling for a special shareholder meeting.

It is astounding what management can get away with at a non-transparent online shareholder meeting. At a bare bones online shareholder meeting almost everything is optional. For instance a few words from management on the state of the company is optional. Also management answers to shareholder questions are optional even if management asks for questions.

Management hardly needs to prepare for an online shareholder meeting. Thus shareholders should rightfully have more flexibility in requesting a special shareholder meeting. The core purpose of such a meeting can simply be the announcement of the vote.

For instance the Goodyear online shareholder meeting was spoiled by a trigger-happy management mute button for shareholders that was used to quash constructive criticism. AT&T, with 3000 institutional shareholders, would not even allow shareholders to speak at its online shareholder meeting. Shareholders are so restricted in online meetings that management will never want a return to a much more transparent in-person shareholder meeting format.

Please see:

Goodyear's virtual meeting creates issues with shareholder

<https://www.crainscleveland.com/manufacturing/goodyears-virtual-meeting-creates-issues-shareholder>

Please see:

AT&T investors denied a dial-in as annual meeting goes online

<https://whbl.com/2020/04/17/att-investors-denied-a-dial-in-as-annual-meeting-goes-online/1007928/>

Shareholders thus need greater flexibility in calling for a special shareholder meeting without the need to get court approval.

2020 Proposal

Shareholders ask our board to take the steps necessary to amend our bylaws and appropriate governing documents to give the owners of a total of 10% of our outstanding common stock the power to call a special shareholder meeting (or the closest percentage to 10% according to state law) without the current requirement to petition a court in order to do so. The Board of Directors would continue to have its existing power to call a special meeting.

Exxon Mobil is in a small minority of companies that require shareholders to go to court in order to call for a special shareholder meeting. Plus Exxon Mobil has an unlimited budget to oppose such a request in court and shareholders do not have any such a budget.

This proposal topic won 42%-support at our 2019 annual meeting. This was a significant increase from 36%-support in 2018.

A more accessible shareholder ability to call a special meeting would put shareholders in a better position to give continuing input on improving the makeup of our board of directors. Calling a special meeting is also a means shareholders can use to raise important matters outside the normal annual meeting cycle like the election of a new director.

This topic is more important since we have no oversight of our CEO by an independent Board Chairman. Our combined Chairman/CEO, Darren Woods was rejected by the 3rd highest number of shares in 2019. Meanwhile Mr. Woods' total pay was \$15 million. Ursula Burns, who chaired the Exxon audit committee, was rejected by 27% of shares in 2019 and Steven Reinemund was rejected by 14% of shares.

Mark Zuckerberg, Jeff Immelt, Elon Musk and Dennis Muilenburg are examples of problems with concentrating too much power in one person. Plus we apparently do not have a Lead Director as this title does not even appear in our 2019 proxy. Our stock price is down from \$100 in 2013.

A more accessible shareholder ability to call a special meeting is more important because our right to shareholder proxy access may be out of reach since it can only be used by 20 shareholders who have owned a total of \$30 billion of Exxon Mobil stock continuously for 3-years. If a group of 20 shareholders is \$1 short of meeting this enormous \$30 billion requirement – the group is totally out of luck.

2019 Proposal

Resolved, Shareowners ask our board to take the steps necessary (unilaterally if possible) to amend our bylaws and each appropriate governing document to give holders in the aggregate of 10% of our outstanding common stock the power to call a special shareowner meeting (or the closest percentage to 10% according to state law) without the current requirement to petition a court in order to do so. This proposal does not impact our board's current power to call a special meeting.

Exxon Mobil is in a small minority of companies that require shareholders to go to court in order to call for a special shareholder meeting. Plus Exxon Mobil may have an unlimited budget to oppose such a request in court and shareholders do not have such a budget.

Special meetings allow shareowners to vote on important matters, such as electing new directors that can arise between annual meetings. This proposal topic won more than 70%-support at Edwards Lifesciences and SunEdison in 2013. This 70%-support would have been higher if all shareholders had access to independent proxy voting advice.

A shareholder ability to call a special meeting would put shareholders in a better position to give continuing input on improving the makeup of our board of directors. This topic is more importance since we do not have any oversight of our CEO by an independent Board Chairman.

Mark Zuckerberg, Jeff Immelt and Elon Musk are examples of problems with concentrating too much power in one person. Darren Woods, our CEO/Chairman received the highest negative votes of any Exxon Mobil director in 2018. And Exxon Mobil executive pay received only a 73%-vote in 2018 compared to 90% and 95% votes at many companies.

Plus we apparently do not have a Lead Director as this title does not even appear in our 2018 proxy. Meanwhile in the 5-years leading up to the submittal of this proposal our stock fell from \$101 to \$77.

Also our right to shareholder proxy access may be unreachable because it can only be used by 20 shareholders who have owned a total of \$30 billion of Exxon Mobil stock continuously for 3-years. If a group of 20 shareholders needs one more shareholder to meet this enormous \$30 billion requirement – the group is totally out of luck.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 26, 2021

Exxon Mobil Corporation

(Exact name of registrant as specified in its charter)

New Jersey
(State or other jurisdiction
of incorporation)

1-2256
(Commission
File Number)

13-5409005
(IRS Employer
Identification No.)

5959 Las Colinas Boulevard, Irving, Texas 75039-2298

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(972) 940-6000**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, without par value	XOM	New York Stock Exchange
0.142% Notes due 2024	XOM24B	New York Stock Exchange
0.524% Notes due 2028	XOM28	New York Stock Exchange
0.835% Notes due 2032	XOM32	New York Stock Exchange
1.408% Notes due 2039	XOM39A	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Explanatory Note

This Current Report on Form 8-K/A is being filed by Exxon Mobil Corporation (the “Company” or “ExxonMobil”) as an amendment (the “Amendment”) to the Current Report on Form 8-K that the Company filed with the SEC on June 2, 2021 to announce the preliminary results of the Company’s Annual Meeting of Shareholders held on May 26, 2021. This Amendment is being filed to disclose the final, certified voting results received from the independent inspector of election (the “Inspector of Election”) for the Annual Meeting.

Item 5.07 Submission of Matters to a Vote of Security Holdings

(a)

At its Annual Meeting, the matters set forth below in response to Item 5.07(b) were submitted to a vote of security holders.

As of the close of business on March 29, 2021, the record date for the Annual Meeting, 4,233,538,767 shares of the Company’s common stock, without par value (“Common Stock”), were outstanding and entitled to vote.

Set forth below are the proposals voted upon at the Annual Meeting, and the final vote tabulation that certified the voting results as received from the Inspector of Election. Based on the results, at least 3,047,661,428 shares of Common Stock were voted in person or by proxy at the Annual Meeting, representing 72.0% percent of the shares entitled to be voted. Percentages are based on the total votes cast. Under the corporate law of New Jersey, where ExxonMobil is incorporated, abstentions are not votes cast.

(b)

The final voting results for the proposals presented at the Annual Meeting are as follows:

Proposal 1 – Election of Directors

The final votes in Favor and Withheld for each nominee, by order of the votes For each nominee, are set forth below. The twelve nominees with the most votes in favor have been elected to the board with the certification of the final results by the Inspector of Election.

Nominees	Votes For	Votes Withheld
Michael J. Angelakis*	2,796,428,863	46,636,107
Jeffrey W. Ubben*	2,788,738,768	54,326,219
Ursula M. Burns*	2,753,092,463	61,220,881
Susan K. Avery*	2,748,172,284	94,892,487
Joseph L. Hooley*	2,747,469,168	95,596,019
Angela F. Braly*	2,709,049,323	134,015,448
Darren W. Woods*	2,686,402,783	156,662,205
Kenneth C. Frazier*	2,685,351,293	157,713,694
Kaisa Hietala**	1,510,819,249	154,384,137
Gregory J. Goff**	1,425,523,196	239,680,189
Alexander A. Karsner**	1,218,032,919	447,170,467
Steven A. Kandarian*	1,173,176,391	33,438,686
Douglas R. Oberhelman*	1,145,335,462	32,527,746
Wan Zulkiflee*	1,099,727,702	78,135,506
Samuel J. Palmisano*	1,098,045,723	79,817,485
Anders Runevad**	295,055,259	1,370,148,126

* *ExxonMobil Nominees*

** *Engine No. 1 Nominees*

Proposal 2 – Ratification of Independent Auditors:

Votes Cast For:	2,932,636,122	96.7 %
Votes Cast Against:	99,282,004	3.3 %
Abstentions:	15,743,302	
Broker Non-Votes:	0	

Proposal 3 – Advisory Vote to Approve Executive Compensation:

Votes Cast For:	2,476,571,665	88.6 %
Votes Cast Against:	318,289,746	11.4 %
Abstentions:	48,209,356	
Broker Non-Votes:	204,590,661	

The shareholders voted as set forth below on seven shareholder proposals:

Proposal 4 – Independent Chairman:

Votes Cast For:	640,399,934	23.0 %
Votes Cast Against:	2,146,285,341	77.0 %
Abstentions:	56,383,360	
Broker Non-Votes:	204,592,793	

Proposal 5 – Special Shareholder Meetings:

Votes Cast For:	575,682,260	20.7 %
Votes Cast Against:	2,201,869,356	79.3 %
Abstentions:	65,516,778	
Broker Non-Votes:	204,593,034	

Proposal 6 – Report on Scenario Analysis

Votes Cast For:	1,371,200,560	49.4 %
Votes Cast Against:	1,403,256,862	50.6 %
Abstentions:	68,610,428	
Broker Non-Votes:	204,593,578	

Proposal 7 – Report on Environmental Expenditures:

Votes Cast For:	146,891,373	5.3 %
Votes Cast Against:	2,640,966,303	94.7 %
Abstentions:	55,211,065	
Broker Non-Votes:	204,592,686	

Proposal 8 – Report on Political Contributions:

Votes Cast For:	845,157,527	30.3 %
Votes Cast Against:	1,947,152,972	69.7 %
Abstentions:	50,759,124	
Broker Non-Votes:	204,591,805	

Proposal 9 – Report on Lobbying:

Votes Cast For:	1,564,619,207	56.1 %
Votes Cast Against:	1,224,381,062	43.9 %
Abstentions:	54,067,528	
Broker Non-Votes:	204,593,631	

Proposal 10 – Report on Climate Lobbying:

Votes Cast For:	1,789,297,091	64.2 %
Votes Cast Against:	998,403,223	35.8 %
Abstentions:	55,345,826	
Broker Non-Votes:	204,615,288	

JOHN CHEVEDDEN

January 12, 2022

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

1 Rule 14a-8 Proposal
Exxon Mobil Corporation (XOM)
Special Shareholder Meeting
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the January 12, 2022 no-action request.

This no action request may be untimely.

The due date for 2022 rule 14a-8 proposals was November 16, 2021 – about 55 days ago:
“The deadline for receipt of a proposal to be considered for inclusion in the 2022 proxy statement is 5:00 p.m. Central Time, on November 16, 2021:

Sincerely,


John Chevedden

cc: Kenneth Steiner

James E. Parsons

reimbursement of expenses, may solicit proxies personally, electronically, by telephone, or with additional mailings. We also reimburse brokerage firms, banks and other intermediaries for their expenses in sending these materials to you and getting your voting instructions.

ExxonMobil pays the costs of soliciting this proxy. As a result of the proxy solicitation by Engine, we will incur additional costs in connection with the solicitation of proxies. We have retained Mackenzie Partners, Inc. and D.F. King & Co., Inc., proxy solicitation firms, to assist us in soliciting proxies for an aggregate fee of \$2,500,000 plus expenses for assistance in connection with the solicitation, and they expect that approximately 350 of their employees will assist in the solicitation. The total amount to be spent for the company's solicitation of proxies in excess of that normally spent is estimated to be approximately \$35,000,000, approximately \$1,500,000 of which has been accrued to date.

Shareholder Proposals and Director Nominations for Next Year

Any shareholder proposal for the annual meeting in 2022 must be sent to the Secretary at the address or fax number of ExxonMobil's principal executive office listed under Contact Information on page 8. The deadline for receipt of a proposal to be considered for inclusion in the 2022 proxy statement is 5:00 p.m. Central Time, on November 16, 2021. The deadline for notice of a proposal for which a shareholder will conduct his or her own solicitation is January 30, 2022. Upon request, the Secretary will provide instructions for submitting proposals.

Submissions of nominees for director under the proxy access provisions of our by-laws for the 2022 annual meeting must be submitted in compliance with those by-laws no later than November 16, 2021, and no earlier than October 17, 2021. Notice of a director nomination other than under proxy access must be submitted in compliance with the advance notice provisions of our by-laws no later than January 26, 2022, and no earlier than December 27, 2021.

For the 2021 Annual Meeting of Shareholders, the ExxonMobil proxy card will be **Blue**. ExxonMobil intends to use the white proxy card for its annual meeting next year and for all future shareholder meetings.

Duplicate Annual Reports

Registered shareholders with multiple accounts may authorize ExxonMobil to discontinue mailing annual reports on an account by calling ExxonMobil Shareholder Services at the toll-free telephone number listed on page 8 at any time during the year. Beneficial holders should contact their banks, brokerage firms, or other holders of record to discontinue duplicate mailings. At least one account must continue to receive an annual report. Eliminating these duplicate mailings will not affect receipt of future proxy statements and proxy cards.

Shareholders With the Same Address

If you share an address with one or more ExxonMobil shareholders, you may elect to "household" your proxy mailing. This means you will receive only one set of proxy materials at that address unless one or more shareholders at that address specifically elect to receive separate mailings. Shareholders who participate in householding will continue to receive separate proxy cards. Householding will not affect dividend check mailings. We will promptly send separate proxy materials to a shareholder at a shared address on request. Shareholders with a shared address may also request us to send separate proxy materials in the future, or to send a single copy in the future, if we are currently sending multiple copies to the same address.

Requests related to householding should be made by calling ExxonMobil Shareholder Services at the telephone number listed on page 8. Beneficial shareholders should request information about householding from their banks, brokers, or other holders of record.

SEC Form 10-K

Shareholders may obtain a copy of the Corporation's Annual Report on Form 10-K to the Securities and Exchange Commission without charge by writing to the Secretary at the address listed under Contact Information on page 8, or by visiting ExxonMobil's website at exxonmobil.com/secfilings.