



DIVISION OF
CORPORATION FINANCE

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

February 10, 2022

Louis Goldberg
Davis Polk & Wardwell LLP

Re: Exxon Mobil Corporation (the "Company")
Incoming letter dated February 10, 2022

Dear Mr. Goldberg:

This letter is in regard to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by the Vermont Pension Investment Commission (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the Proponent has withdrawn the Proposal and that the Company therefore withdraws its January 12, 2022 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Copies of all of the correspondence related to this matter 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: Katie Green
Vermont Pension Investment Commission

January 12, 2022

Re: Shareholder Proposal Submitted by Vermont Pension Investment Commission

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 Vermont Pension Investment Commission (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:

RESOLVED: The shareholders request the Board of Directors to adopt as policy, and amend the bylaws as necessary, to require the Chair of the Board of Directors, whenever possible, to be an independent member of the Board. This policy would be phased in for the next CEO transition.

If the Board determines that a Chair who was independent when selected is no longer independent, the Board shall select a new Chair who satisfies the requirements of the policy within a reasonable amount of time. Compliance with this policy is waived if no independent director is available and willing to serve as Chair.

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 more than 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 Chair of the Board, whenever possible, be an independent director. 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 identical to each of those of the Prior Proposals, as is the action requested of the Company. The only differences between the Proposal and the Prior Proposals are in the supporting statements, and such difference are all minor additions or deletions. Below is a summary chart comparing the language 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. 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
RESOLVED: The shareholders request the Board of Directors to adopt as policy, and amend the bylaws as necessary, to require the Chair of the Board of Directors, whenever possible, to be an independent member of the Board. This policy would be phased in for the next CEO transition.	RESOLVED: The shareholders request the Board of Directors to adopt as policy, and amend the bylaws as necessary, to require the Chair of the Board of Directors, whenever possible, to be an independent member of the Board. This policy would be phased in for the next CEO transition.	RESOLVED: The shareholders request the Board of Directors to adopt as policy, and amend the bylaws as necessary, to require the Chair of the Board of Directors, whenever possible, to be an independent member of the Board. This policy would be phased in for the next CEO transition.	RESOLVED: The shareholders request the Board of Directors to adopt as policy, and amend the bylaws as necessary, to require the Chair of the Board of Directors, whenever possible, to be an independent member of the Board. This policy would be phased in for the next CEO transition.
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<p>We believe:</p> <ul style="list-style-type: none"> The role of the CEO and management is to run the company. The role of the Board of Directors is to provide independent oversight of management and the CEO. There is a potential conflict of interest for a CEO to be her/his own overseer as Chair while managing the business. 	<p>We believe:</p> <ul style="list-style-type: none"> The role of the CEO and management is to run the company. The role of the Board of Directors is to provide independent oversight of management and the CEO. There is a potential conflict of interest for a CEO to be her/his own overseer as Chair while managing the business. 	<p>We believe:</p> <ul style="list-style-type: none"> The role of the CEO and management is to run the company. The role of the Board of Directors is to provide independent oversight of management and the CEO. There is a potential conflict of interest for a CEO to be her/his own overseer as Chair while managing the business. 	<p>We believe:</p> <ul style="list-style-type: none"> The role of the CEO and management is to run the company. The role of the Board of Directors is to provide independent oversight of management and the CEO. There is a potential conflict of interest for a CEO to be her/his own overseer as Chair while managing the business.
Exxon Mobil's CEO Darren Woods serves both as CEO and Chair of the Company's Board of Directors. We believe the combination of these two roles in a single person weakens a corporation's governance structure.	Exxon Mobil's CEO Darren Woods serves both as CEO and Chair of the Company's Board of Directors. We believe the combination of these two roles in a single person weakens a corporation's governance structure.	Exxon Mobil's CEO Darren Woods serves both as CEO and Chair of the Company's Board of Directors. We believe the combination of these two roles in a single person weakens a corporation's governance structure.	Exxon Mobil's CEO Darren Woods serves both as CEO and Chair of the Company's Board of Directors. We believe the combination of these two roles in a single person weakens a corporation's governance structure.
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Chairing and overseeing the Board is a time intensive responsibility, particularly with new appointments and differing views on the path forward on the climate transition.	Chairing and overseeing the Board is a time intensive responsibility, particularly with new appointments and differing views on the path forward on the climate transition.	Chairing and overseeing the Board is a time intensive responsibility, particularly with new appointments and differing views on the path forward on the climate transition.	Chairing and overseeing the Board is a time intensive responsibility, particularly with new appointments and differing views on the path forward on the climate transition.
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<p>separation of the two jobs goes to the heart of the conception of a corporation. Is a company a sandbox for the CEO, or is the CEO an employee? If he's an employee, he needs a boss, and that boss is the Board. The Chairman runs the Board. How can the CEO be his own boss?'</p>	<p>separation of the two jobs goes to the heart of the conception of a corporation. Is a company a sandbox for the CEO, or is the CEO an employee? If he's an employee, he needs a boss, and that boss is the Board. The Chairman runs the Board. How can the CEO be his own boss?'</p>	<p>separation of the two jobs goes to the heart of the conception of a corporation. Is a company a sandbox for the CEO, or is the CEO an employee? If he's an employee, he needs a boss, and that boss is the Board. The Chairman runs the Board. How can the CEO be his own boss?"</p>	<p>separation of the two jobs goes to the heart of the conception of a corporation. Is a company a sandbox for the CEO, or is the CEO an employee? If he's an employee, he needs a boss, and that boss is the Board. The Chairman runs the Board. How can the CEO be his own boss?'</p>
<p>In our view, shareholders are best served by a separate independent Board Chair who provides a balance of power between the CEO and the Board. The primary duty of a Board of Directors is to oversee the management of a company on behalf of shareholders. A combined CEO / Chair creates a potential conflict of interest. Numerous institutional investors recommend separation of these two roles and the number of companies separating these roles is growing.</p>	<p>In our view, shareholders are best served by a separate independent Board Chair who provides a balance of power between the CEO and the Board. The primary duty of a Board of Directors is to oversee the management of a company on behalf of shareholders. A combined CEO / Chair creates a potential conflict of interest, <u>resulting in excessive management influence on the Board and weaker oversight of management.</u> Numerous institutional investors recommend separation of these two roles and the number of companies separating these roles is growing.</p>	<p>In our view, shareholders are best served by a separate independent Board Chair who provides a balance of power between the CEO and the Board. The primary duty of a Board of Directors is to oversee the management of a company on behalf of shareholders. A combined CEO / Chair creates a potential conflict of interest, <u>resulting in excessive management influence on the Board and weaker oversight of management.</u> Numerous institutional investors recommend separation of these two roles and the number of companies separating these roles is growing.</p>	<p>In our view, shareholders are best served by a separate independent Board Chair who provides a balance of power between the CEO and the Board. The primary duty of a Board of Directors is to oversee the management of a company on behalf of shareholders. A combined CEO / Chair creates a potential conflict of interest, <u>resulting in excessive management influence on the Board and weaker oversight of management.</u> Numerous institutional investors recommend separation of these two roles and the number of companies separating these roles is growing.</p>
<p>With the unprecedented climate change challenges facing global energy companies as they face important transitions to a low carbon economy, it is important to ensure our company's governance is the best it can be, and the board is empowered to provide strong direction and leadership. Exxon Mobil and the industry faces numerous and significant climate related challenges from decisions about developing new oil and gas fields for the market to revising its climate related lobbying.</p>	<p>With the unprecedented climate change challenges facing global energy companies as they face important transitions to a low carbon economy, it is important to ensure our company's governance is the best it can be, and the board is empowered to provide strong direction and leadership. Exxon Mobil and the industry faces numerous and significant climate related challenges from decisions about developing new oil and gas fields for the market to revising its climate related lobbying.</p>	<p>With the unprecedented climate change challenges facing global energy companies as they face important transitions to a low carbon economy, it is important to ensure our company's governance is the best it can be, and the board is empowered to provide strong direction and leadership. Exxon Mobil and the industry faces numerous and significant climate related challenges from decisions about developing new oil and gas fields for the market to revising its climate related lobbying.</p>	<p>With the unprecedented climate change challenges facing global energy companies as they face important transitions to a low carbon economy, it is important to ensure our company's governance is the best it can be, and the board is empowered to provide strong direction and leadership. Exxon Mobil and the industry faces numerous and significant climate related challenges from decisions about developing new oil and gas fields for the market to revising its climate related lobbying.</p>

That the Proposal and Prior Proposals share the same substantive concern is evident from the fact that all four proposals include the same “resolved” clause and request that the Company take the same exact action. In addition, the supporting statements of both the Proposal and the Prior Proposals are substantially consistent with each other and use essentially the same wording to emphasize such substantive concern. The Proposal’s only new language compared to that used in the Prior Proposals consists of references to the 2021 Annual Meeting and immaterial additional language about climate transition, which contextualizes the Proposal but does not change the substantive concern shared with the Prior Proposals. Furthermore, the Prior Proposals also reference the challenge of climate change in their respective supporting statements. Therefore, although the Proposal and the Prior Proposals differ slightly in their supporting statements, in substance each proposal addresses the same subject matter and relates to the same request that the Chair of the Board, whenever possible, be an independent director.

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 640,399,934 votes cast “for” the 2021 Proposal and 2,146,285,341 votes cast “against” the 2021 Proposal. 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 23.0% 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 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

Vermont Pension Investment Commission

Proposal

RESOLVED: The shareholders request the Board of Directors to adopt as policy, and amend the bylaws as necessary, to require the Chair of the Board of Directors, whenever possible, to be an independent member of the Board. This policy would be phased in for the next CEO transition.

If the Board determines that a Chair who was independent when selected is no longer independent, the Board shall select a new Chair who satisfies the requirements of the policy within a reasonable amount of time. Compliance with this policy is waived if no independent director is available and willing to serve as Chair.

Supporting Statement:

We believe:

- The role of the CEO and management is to run the company.
- The role of the Board of Directors is to provide independent oversight of management and the CEO.
- There is a potential conflict of interest for a CEO to be her/his own overseer as Chair while managing the business.

Exxon Mobil's CEO Darren Woods serves both as CEO and Chair of the Company's Board of Directors. We believe the combination of these two roles in a single person weakens a corporation's governance structure.

Investors expressed their preference for fresh perspective at the board level with their election of three new directors in the 2021 proxy contest. Chairing and overseeing the Board is a time intensive responsibility, particularly with new appointments and differing views on the path forward on the climate transition.

A separate independent Chair frees the CEO to manage the company and build effective business strategies.

As Andrew Grove, Intel's former chair, stated, 'The separation of the two jobs goes to the heart of the conception of a corporation. Is a company a sandbox for the CEO, or is the CEO an employee? If he's an employee, he needs a boss, and that boss is the Board. The Chairman runs the Board. How can the CEO be his own boss?'

In our view, shareholders are best served by a separate independent Board Chair who provides a balance of power between the CEO and the Board. The primary duty of a Board of Directors is to oversee the management of a company on behalf of shareholders. A combined CEO / Chair creates a potential conflict of interest. Numerous institutional investors recommend separation of these two roles and the number of companies separating these roles is growing.

With the unprecedented climate change challenges facing global energy companies as they face important transitions to a low carbon economy, it is important to ensure our company's governance is the best it can be, and the board is empowered to provide strong direction and leadership. Exxon Mobil and the industry faces numerous and significant climate related challenges from decisions about developing new oil and gas fields for the market to revising its climate related lobbying.

To simplify the transition, this new policy would be phased in when a next CEO is chosen.

2021 proposal

RESOLVED: The shareholders request the Board of Directors to adopt as policy, and amend the bylaws as necessary, to require the Chair of the Board of Directors, whenever possible, to be an independent member of the Board. This policy would be phased in for the next CEO transition.

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With the unprecedented climate change challenges facing global energy companies as they face important transitions to a low carbon economy, it is important to ensure our company's governance is the best it can be, and the board is empowered to provide strong direction and leadership. Exxon Mobil and the industry faces numerous and significant climate related challenges from decisions about developing new oil and gas fields for the market to revising its climate related lobbying.

This resolution to Exxon Mobil received a vote in support of approximately 41% in 2019 and 33% in 2020, a significant showing. To simplify the transition, this new policy would be phased in when a next CEO is chosen.

2020 Proposal

RESOLVED: The shareholders request the Board of Directors to adopt as policy, and amend the bylaws as necessary, to require the Chair of the Board of Directors, whenever possible, to be an independent member of the Board. This policy would be phased in for the next CEO transition.

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2019 Proposal

“RESOLVED: The shareholders request the Board of Directors to adopt as policy, and amend the bylaws as necessary, to require the Chair of the Board of Directors, whenever possible, to be an independent member of the Board. This policy would be phased in for the next CEO transition.

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In our view, shareholders are best served by a separate independent Board Chair who can provide a balance of power between the CEO and the Board. The primary duty of a Board of Directors is to oversee the management of a company on behalf of shareholders. A combined CEO / Chair creates a potential conflict of interest, resulting in excessive management influence on the Board and weaker oversight of management.

Numerous institutional investors recommend separation of these two roles. For example, California's Public Employee Retirement System's Principles & Guidelines encourage separation, even with a lead director in place.

According to ISS '2017 Board Practices', (March 2017), 58% of S&P 1,500 firms separate these two positions and the number of companies separating these roles is growing.

**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	

February 10, 2022

Re: Withdrawal of No-Action Request Dated January 12, 2022

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

Ladies and Gentlemen:

We refer to our letter, dated January 12, 2022, (the "**No-Action Request**"), pursuant to which we requested that the Staff of the Division of Corporate Finance concur with our view that Exxon Mobil Corporation (the "**Company**") may exclude the shareholder proposal and supporting statement (the "**Proposal**") submitted by Vermont Pension Investment Commission (together, the "**Proponent**") from the proxy materials it intends to distribute in connection with its 2022 Annual Meeting of Stockholders.

After discussions between the Company and the Proponent, the Proponent has agreed to withdraw this Proposal. Attached hereto as Exhibit A is a withdrawal communication dated February 9, 2022 (the "**Withdrawal Communication**") from the Proponent to the Company in which the Proponent voluntarily agrees to withdraw the Proposal. In reliance on the Withdrawal Communication, we hereby withdraw the No-Action Request.

CONCLUSION

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 Goldberg

Attachment

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

Vermont Pension Investment Commission

THOMAS GOLONKA
VPIC CHAIR



KIMBERLY GLEASON
VPIC VICE-CHAIR

STATE OF VERMONT
VERMONT PENSION INVESTMENT COMMISSION
CERTIFICATE OF SECRETARY

February 9, 2022

By email: tamara.l.bates@exxonmobil.com; stephen.a.littleton@exxonmobil.com

Mr. Stephen A. Littleton
Corporate Secretary
5959 Las Colinas Boulevard
Irving, Texas 75039-2298

Re: Vermont Pension Investment Commission Shareholder Proposal

Dear Mr. Littleton:

In my capacity as Chair of the Vermont Pension Investment Commission (“VPIC”), I write to give notice that the Fund is withdrawing its shareholder proposal that it had intended to present at the 2022 annual meeting of shareholders (the “Annual Meeting”).

We reviewed the request for no action filed at the SEC and regret that we are unable to raise this as a matter for a shareholder vote. We look forward to continuing to engage with the company.

Sincerely,

A handwritten signature in black ink, appearing to read 'Thomas J. Golonka'.

Thomas J. Golonka
VPIC Chair