

January 13, 2023

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 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 Andrew Behar, delegating Danielle Fugere as his agent (the “**Proponent**”) for inclusion in the proxy materials the Company intends to distribute in connection with its 2023 Annual Meeting of Shareholders (the “**2023 Proxy Materials**”). The Proposal and related correspondence 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 2023 Proxy Materials.

Pursuant to Staff Legal Bulletin No. 14D (CF), Shareholder Proposals (Nov. 7, 2008), Question C, we have submitted this letter 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 2023 Proxy Materials. This letter constitutes the Company’s statement of the reasons it deems the omission of the Proposal to be proper. We have been advised by the Company as to the factual matters set forth herein.

THE PROPOSAL

The Proposal states:

RESOLVED: Shareholders request that ExxonMobil, at reasonable cost and omitting proprietary information, disclose a recalculated emissions baseline that excludes the aggregated GHG emissions from material asset divestitures occurring since 2016, the year ExxonMobil uses to baseline its emissions.

REASON FOR EXCLUSION OF THE PROPOSAL

The Company believes that the Proposal may be properly omitted from the 2023 Proxy Materials pursuant to Rule 14a-8(c) and Rule 14a-8(f)(1) because the Proponent has exceeded the one-proposal limitation.

BACKGROUND

The Company received two proposals for inclusion in the 2023 Proxy Materials that it believes are each indirectly submitted by As You Sow (“**AYS**”). In addition, AYS is acting as a representative in connection with a third proposal submitted for inclusion in the 2023 Proxy Materials. According to the AYS website, AYS “represents investors across a broad range of ESG issue areas, empowering shareholders through the use of shareholder resolutions.”¹

On December 5, 2022, the Company received the Proposal. According to the AYS website, the Proponent is the CEO of AYS, and his agent is the President and Chief Counsel of AYS.² Because the Proposal did not demonstrate any proof of ownership, on December 19, 2022, within 14 days of the date the Company received the Proposal, the Company sent the Proponent a deficiency notice (the “**First Deficiency Notice**”), noting that the Proponent had not demonstrated that he owned the requisite shares for the applicable period of time in order to be eligible to submit the Proposal pursuant to Rule 14a-8(b)(2). The Proponent responded on December 28, 2022 and included documentation satisfying Rule 14a-8(b)(2).

On December 8, 2022, the Company received a proposal from AYS as a representative of the Meyer Memorial Trust (the “**Second Proposal**”), which, along with related correspondence, is attached hereto as Exhibit B.

Also on December 8, 2022, the Company received a proposal submitted by Anna Marie Lyles (the “**Third Proposal**”), which, along with related correspondence, is attached hereto as Exhibit C.

After the Proponent responded to the First Deficiency Notice, the Company, in connection with its preparation for potential engagement with Ms. Lyles, the proponent of the Third Proposal, became aware that the AYS website lists Ms. Lyles (identified therein and in other professional contexts as “Annarie Lyles”) as a member of the board of directors and the treasurer of AYS.³ The Company determined that AYS, as an entity with the Proponent, his agent and Ms. Lyles under its control as employees (within the meaning of the 2020 Release as defined and discussed below), had indirectly submitted more than one proposal, in violation of Rule 14a-8(c). The Company was not initially aware of Ms. Lyles’ employment by AYS because the Third Proposal was not submitted on AYS letterhead, does not make any direct reference to AYS’ involvement in the submission and Ms. Lyles, in her submission of the Third Proposal, used a variation (Anna Marie Lyles) of the name that she is known by in her capacity as a director and the treasurer of AYS (Annarie Lyles).⁴ On January 6, 2023, as soon as it became aware of this deficiency, the Company sent the Proponent a second deficiency notice (the “**Second Deficiency Notice**”), expressly identifying the multiple proposal deficiency and explaining the steps the Proponent could take to cure such deficiency.

To date, the Proponent has not responded to the Second Deficiency Notice. Pursuant to Rule 14a-8(j), if a company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The Company is filing this letter based on its current expectation with respect to when it may be filing its definitive proxy statement, in order to comply with Rule 14a-8(j).

¹ <https://www.asyousow.org/resolutions-tracker>.

² <https://www.asyousow.org/about-us/staff>.

³ <https://www.asyousow.org/about-us/staff/board-of-directors>.

⁴ A public social media profile identifies “Annarie Lyles” as a managing director at Bio-Gist Ventures, LLC and a member of the board of directors and the treasurer of AYS, while public listing websites for the business Bio-Gist Ventures, LLC identify “Anna Marie Lyles” as an employee and list the same address provided by the Proponent in connection with the Proposal. See <https://www.linkedin.com/in/annarielyles>; <https://www.allbiz.com/business/bio-gist-ventures-llc-609-497-0340>; <https://www.buzzfile.com/business/bio-gist-ventures-llc-609-497-0340>.

The Company notes that it also sent the Second Deficiency Notice to Ms. Lyles, with respect to the Third Proposal. The Company is separately requesting to exclude the Third Proposal through another no-action request letter.

The Proposal May Be Excluded Under Rule 14a-8(c) and Rule 14a-8(f)(1) Because the Proponent, Through AYS, Has Exceeded the One-Proposal Limitation.

The Company believes that it may exclude the Proposal pursuant to Rule 14a-8(c) and Rule 14a-8(f)(1) because it was indirectly submitted by AYS, in violation of the one-proposal limitation.

In 2020, Rule 14a-8(c) was amended to provide that “[e]ach *person* may submit no more than one proposal, *directly or indirectly*, to a company for a particular shareholders’ meeting. A person may not rely on the securities holdings of another person for the purpose of meeting the eligibility requirements and submitting multiple proposals for a particular shareholders’ meeting” (emphasis added). The Commission first adopted this rule over 40 years ago, noting in Release No. 12999 (Nov. 22, 1976) (the “**1976 Release**”) that it was responding to the concern that some “proponents ...[exceed] the bounds of reasonableness ... by submitting excessive numbers of proposals” and that “[s]uch practices are inappropriate under Rule 14a-8 not only because they constitute an unreasonable exercise of the right to submit proposals at the expense of other shareholders but also because they tend to obscure other material matters in the proxy statements of issuers, thereby reducing the effectiveness of such documents.” The Commission explained in Release No. 34-89964 (Sept. 23, 2020) (the “**2020 Release**”) that, for the purposes of Rule 14a-8(c), “entities and all persons under their control, including employees will be treated as a ‘person’ for purposes of the amendment.”

The Company recognizes that the 2020 Release discusses the scope of the term “person” in the context of the example provided of different employees of an investment advisor submitting multiple proposals as a representative on behalf of more than one shareholder. Although AYS is not, according to one of its affiliate websites, an investment adviser,⁵ the AYS website also makes clear that the firm frequently submits shareholder proposals on behalf of clients.⁶ In fact, AYS’s own publicly available tracker of its shareholder proposals advertises that both the Proposal⁷ and the Second Proposal⁸ are proposals “on which As You Sow represents investors.”

As of the date of this letter, AYS’ tracker does not list the Third Proposal as one of its shareholder proposals.⁹ Nonetheless, given that the proponent, Ms. Lyles, just like the Proponent of the Proposal, is (based on AYS’ website) an employee of an entity that routinely submits shareholder proposals on behalf of clients, the submission of the Proposal fits squarely within the intent of the 2020 Release with respect to limiting such “persons” to one shareholder proposal submission. Just like the example used in the 2020 Release regarding employees of an investment adviser under common control, here, AYS employees have submitted more than one proposal to the Company.

In *Consolidated Freightways, Inc. (Recon. avail. Feb. 23, 1994)*, the Staff concurred that proposals submitted by two different shareholders had violated the predecessor to Rule 14a-8(c), stating that “the one proposal limitation applies in those instances where a person (or entity) attempts to avoid the one proposal

⁵ <https://fossilfreefunds.org/legal>.

⁶ <https://www.asyousow.org/resolutions-tracker>.

⁷ <https://www.asyousow.org/resolutions/2022/12/9-exxon-petrochemical-risk-single-use-plastic>.

⁸ <https://www.asyousow.org/resolutions/2022/12/6-exxonmobil-report-asset-transfers-ghg-emissions>.

⁹ However, the Company notes that for the 2022 proxy season, AYS’ tracker advertised that it represented investors in two shareholder proposals submitted to The Kraft Heinz Company, one of which listed the lead filer as AYS, with the other listing the lead filer as “Anna Marie Lyles,” the name used by the Proponent in connection with the Proposal. See <https://www.asyousow.org/resolutions/2021/11/23-kraft-heinz-pesticide-use-in-agricultural-supply-chain-yrsrs>; <https://www.asyousow.org/resolutions/2021/11/24-kraft-heinz-sustainable-packaging-policies-for-plastics>.

limitation through maneuvers, such as having persons they control submit a proposal.” See *also BankAmerica Corp.* (Feb. 8, 1996) (concurring in the exclusion of a proposal where the company also received proposals by proponents under “substantial influence” of the first proponent given that they were either related to or employed by the first proponent); and *Weyerhaeuser Co.* (Dec. 20, 1995) (concurring in the exclusion of multiple proposals where the son of a proponent who had submitted another proposal was determined to be “acting on behalf of, under the control of, or alter ego of the [proponent]”). Likewise, the Staff has consistently concurred in excluding proposals where a shareholder has coordinated with family members, friends, and associates to submit proposals to contravene the one-proposal limit rule. See, e.g., *General Electric Co.* (Jan. 10, 2008) and *Staten Island Bancorp, Inc.* (Feb. 27, 2002).

Here, given that the Proponent is the CEO of AYS, the Company believes, pursuant to the 2020 Release, he is a person (i.e., an employee) under the control of AYS. Just as in *Weyerhaeuser*, the Proponent is “acting on behalf of, under the control of, or alter ego of” AYS. Pursuant to the 2020 Release, the Company believes that he should be treated together with AYS as a “person.” Thus, with respect to the Proposal, AYS has indirectly submitted more than one proposal to the Company to be included in its 2023 Proxy Materials.

The Company notes that this situation, of related persons employing a strategy to submit multiple proposals under different proponent names, has been one that the Commission has sought to avoid since the adoption of the one-proposal restriction in 1976, when the Commission stated that it was “aware of the possibility that some proponents may attempt to evade the new limitations through various maneuvers, such as having other persons whose securities they control submit ... proposals each in their own names.” 1976 Release. Further, the 2020 Release indicates that it is the Commission’s intent to prohibit a “person,” which for an entity like AYS that is in the business of advising clients on the submission of shareholder proposals, would include all persons under its control, including employees, from submitting more than one proposal to a company. Because AYS has indirectly submitted more than one proposal to be included in the 2023 Proxy Materials, the Company believes that the Proposal violates the one-proposal limitation under Rule 14a-8(c).

Under Rule 14a-8(f)(1), it is permissible to exclude proposals submitted by a proponent who fails to satisfy the eligibility requirements under Rule 14a-8(c). Therefore, pursuant to Rules 14a-8(c) and 14a-8(f)(1), the Company believes that it may exclude the Proposal from its 2023 Proxy Materials.

CONCLUSION

For the reasons set forth above, the Company believes that the Proposal may be excluded from its 2023 Proxy Materials pursuant to Rule 14a-8(c) and Rule 14a-8(f)(1). The Company respectfully requests the Staff’s concurrence with its decision to exclude the Proposal from its 2023 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 Parsons at james.e.parsons@exxonmobil.com. If the Staff does not concur with the Company's position, we would appreciate an opportunity to confer with the Staff concerning these matters prior to the issuance of its response.

Respectfully yours,



Louis Goldberg

Attachment

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

Danielle Fugere

WHEREAS: The economic risks associated with climate change exist in the real world rather than on company balance sheets. Transferring emissions from one company to another may reduce balance sheet emissions but does not mitigate company or stakeholder exposure to climate risk or contribute to the goal of limiting global temperature rise to 1.5 degrees Celsius. In the aggregate, upstream oil and gas assets are moving from operations with stronger climate commitments to operators with weaker climate targets and disclosures.¹

The Glasgow Financial Alliance for Net Zero states that "divestment of carbon-intensive assets can be ineffective and even lead to real-world increases in emissions."² As such, these divestments should not be counted as emissions reductions.

To accurately account for greenhouse gas (GHG) emissions reductions, the Greenhouse Gas Protocol provides that companies should recalculate base year emissions in the event of a "transfer of ownership or control of emissions-generating activities."³ Oil and gas industry association IPIECA similarly recommends "adjustments to the base year emissions" to account for asset divestiture, to avoid giving the appearance of "increases or decreases in emissions, when in fact . . . emissions would merely be transferred from one company to another."⁴

Since 2016, ExxonMobil reports absolute Scope 1 and 2 emissions reductions of roughly 10% on both equity and operated bases.⁵ However, between 2017 and 2021, ExxonMobil sold more assets than any other American oil and gas company except Chevron, ranking fourth globally among sellers.⁶ It is unclear how ExxonMobil accounts for these divestitures in its emissions reporting. Therefore, shareholders cannot determine whether ExxonMobil's reported GHG reductions are the result of operational improvements or of transferring emissions off its books.

In contrast, peer company Devon Energy recalculates its baseline when asset divestitures or investments result in "a change to its emissions baseline of 5% or higher" to ensure accuracy and comparability of emissions reporting.⁷ Devon notes that this "recalculation methodology affirms our commitment to structurally drive down emissions, rather than divesting assets as a means to achieve our ambitious emissions reduction targets."⁸ Investors deserve the same transparency from ExxonMobil.

RESOLVED: Shareholders request that ExxonMobil, at reasonable cost and omitting proprietary information, disclose a recalculated emissions baseline that excludes the aggregated GHG emissions from material asset divestitures occurring since 2016, the year ExxonMobil uses to baseline its emissions.

SUPPORTING STATEMENT: Proponents recommend disclosing, at management's discretion:

¹ <https://business.edf.org/files/Transferred-Emissions-How-Oil-Gas-MA-Hamper-Energy-Transition.pdf> p. 4

² https://assets.bbhub.io/company/sites/63/2021/11/G_FANZ-Progress-Report.pdf p. 52

³ <https://ghgprotocol.org/sites/default/files/standards/ghg-protocol-revised.pdf> p. 35

⁴ <https://www.ipieca.org/resources/good-practice/petroleum-industry-guidelines-for-reportinggreenhouse-gas-emissions-2nd-edition/> p. 39

⁵ <https://corporate.exxonmobil.com/-/media/global/files/advancing-climate-solutions-progressreport/2022-july-update/exxonmobil-advancing-climate-solutions-2022-progressreport.pdf?la=en&hash=3A2B299463CES0DCDD6A9595E49AC3030CFF4350>

⁶ <https://business.edf.org/files/Transferred-Emissions-How-Oil-Gas-MA-Hamper-Energy-Transition.pdf> p.22

⁷ https://dvnweb.azureedge.net/assets/documents/Sustainability/DVN_2022_SustainabilityReport.pdf p. 20

⁸ Ibid.

- The emissions associated with ExxonMobil's material asset divestments since 2016;
- What portion, if any, of ExxonMobil's current emissions reduction targets relies on accounting for asset transfers as emissions reductions;
- A base year emissions recalculating policy establishing a threshold for future recalculations related to divestitures.

Englande, Sherry M

From: Andrew Behar [REDACTED]
Sent: Monday, December 05, 2022 8:37 PM
To: Shareholder Relations /SM
Cc: [REDACTED]
Subject: ExxonMobil Climate Shareholder Proposal
Attachments: Exxon Mobil Climate Shareholder Proposal Lead Filing Packet.pdf

December 5, 2022

Craig S. Morford
Vice President, Corporate Secretary, and General Counsel
ExxonMobil Corporation
[REDACTED]
[REDACTED]

Cc: Investor Relations, [REDACTED]
Danielle Fugere, [REDACTED]

Dear Mr. Morford,

I am submitting the attached shareholder proposal, which I support, for a vote at ExxonMobil's 2023 annual shareholder meeting requesting ExxonMobil's Board to report on the impact of asset transfers on disclosed greenhouse gas emissions. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the Company's next annual shareholder meeting in 2023. These shares are held by myself, Andrew Behar.

My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

I am available to meet with Exxon Mobil Corporation's representative at the following times:

- December 16, 2022 at 4:00pm Central
- December 16, 2022 at 4:30pm Central

This letter confirms that I am delegating Danielle Fugere to act as my agent regarding this Rule 14a-8 proposal, including negotiations and/or modification, and presentation at the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to Danielle Fugere at [REDACTED] to facilitate prompt communication. Please send all correspondence with a copy to [REDACTED].

Your consideration and that of the Board of Directors is appreciated in support of the long-term performance of our company. You can avoid the time and expense of filing a deficiency letter to verify ownership by simply acknowledging receipt of my proposal promptly by email to [REDACTED]. That will prompt me to request the required letter from my broker and to submit it to you.

Sincerely,
Andrew Behar
Shareholder
Enclosures

- Shareholder Proposal

VIA FEDEX & EMAIL

December 5, 2022

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Vice President, Corporate Secretary, and General Counsel
ExxonMobil Corporation

[REDACTED]
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Sincerely,



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- Shareholder Proposal

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The Glasgow Financial Alliance for Net Zero states that “divestment of carbon-intensive assets can be ineffective and even lead to real-world increases in emissions.”² As such, these divestments should not be counted as emissions reductions.

To accurately account for greenhouse gas (GHG) emissions reductions, the Greenhouse Gas Protocol provides that companies should recalculate base year emissions in the event of a “transfer of ownership or control of emissions-generating activities.”³ Oil and gas industry association IPIECA similarly recommends “adjustments to the base year emissions” to account for asset divestiture, to avoid giving the appearance of “increases or decreases in emissions, when in fact. . . emissions would merely be transferred from one company to another.”⁴

Since 2016, ExxonMobil reports absolute Scope 1 and 2 emissions reductions of roughly 10% on both equity and operated bases.⁵ However, between 2017 and 2021, ExxonMobil sold more assets than any other American oil and gas company except Chevron, ranking fourth globally among sellers.⁶ It is unclear how ExxonMobil accounts for these divestitures in its emissions reporting. Therefore, shareholders cannot determine whether ExxonMobil’s reported GHG reductions are the result of operational improvements or of transferring emissions off its books.

In contrast, peer company Devon Energy recalculates its baseline when asset divestitures or investments result in “a change to its emissions baseline of 5% or higher” to ensure accuracy and comparability of emissions reporting.⁷ Devon notes that this “recalculation methodology affirms our commitment to structurally drive down emissions, rather than divesting assets as a means to achieve our ambitious emissions reduction targets.”⁸ Investors deserve the same transparency from ExxonMobil.

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⁵ <https://corporate.exxonmobil.com/-/media/global/files/advancing-climate-solutions-progress-report/2022-july-update/exxonmobil-advancing-climate-solutions-2022-progress-report.pdf?la=en&hash=3A2B299463CE50DCDD6A9595E49AC3030CFF4350>

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RECEIVED

DEC 07 2022

CRAIG S. MORFORD

VIA FEDEX & EMAIL

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⁵ <https://corporate.exxonmobil.com/-/media/global/files/advancing-climate-solutions-progress-report/2022-july-update/exxonmobil-advancing-climate-solutions-2022-progress-report.pdf?la=en&hash=3A2B299463CE50DCDD6A9595E49AC3030CFF4350>

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Express

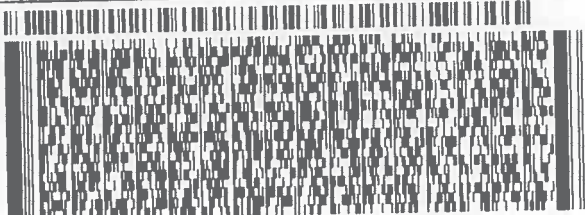
RT 429 1 D
ST 8 10:30 2100
12 06

This Package Has
Been X-Rayed By
Central Mail
130-234

EXXONMOBIL CORP



(000) 000-0000 REF: DEPT:
INV: PO:



FedEx
Express



82158P 06/23
J224222101801uv



TUE - 06 DEC 10:30A
PRIORITY OVERNIGHT

AD DALA

75039
TX-US DFW



Englande, Sherry M

From: Thomas Peterson [REDACTED]
Sent: Thursday, December 15, 2022 3:07 PM
To: Englande, Sherry M
Cc: Danielle Fugere
Subject: Re: Exxon - Transferred Emissions Disclosure

Categories: External Sender

External Email - Think Before You Click

Ms. Englande,

I hope this message finds you well. We would like to follow up on our request for a meeting to discuss ExxonMobil's approach to disclosing the greenhouse gas emissions associated with its asset divestitures, and to ensuring that its emissions reduction efforts result in real-world reductions. These concerns are outlined in greater detail in the letter attached to my previous email.

Would you or relevant members of your team be available to discuss these issues in January?

Thank you, and happy holidays,

Thomas Peterson

Thomas Peterson
Say on Climate Associate
As You Sow

[REDACTED]
[REDACTED] | www.asyousow.org



-Empowering Shareholders to Change Corporations for Good-

From: Thomas Peterson [REDACTED]
Sent: Monday, November 28, 2022 2:37 PM
To: [REDACTED]
Cc: Danielle Fugere [REDACTED]
Subject: Exxon - Transferred Emissions Disclosure

Sherry Englande,

I hope this message finds you well. We are interested in discussing shareholder concerns regarding ExxonMobil's approach to disclosing the greenhouse gas emissions associated with its asset divestitures, and

to ensuring that its emissions reduction efforts result in real-world reductions. Please see the attached letter, which outlines our specific concerns and recommendations.

We would like to set up a meeting with relevant company representatives in the next few weeks to discuss the company's approach to these issues. We look forward to hearing from you.

Best wishes,


Thomas Peterson
Say on Climate Associate
As You Sow

[Redacted]
[Redacted] | www.asyousow.org



-Empowering Shareholders to Change Corporations for Good-

November 28, 2022

Sherry Englande
Manager, ESG Engagement
ExxonMobil Corporation


Sherry Englande,

We at *As You Sow* would like to request a dialogue with ExxonMobil representatives to discuss the company's approach to disclosing its transferred greenhouse gas emissions and to ensuring that its divestitures do not result in real-world increases in emissions.

Recent [research](#) from the Environmental Defense Fund (EDF) shows that, in aggregate, upstream oil and gas assets are moving from operators with strong climate commitments to operators with weak climate standards and disclosure practices, posing a real risk to the energy transition.

The Glasgow Financial Alliance for Net Zero, representing over 450 finance firms with \$130 trillion in assets, has [asserted](#) that "divestment of carbon-intensive assets can be ineffective and even lead to real-world increases in emissions" if assets flow from responsible to irresponsible owners.

In the period between 2017 and 2021, ExxonMobil sold more assets than almost any other American oil and gas company (second only to Chevron) and ranked fourth globally among sellers, according to EDF's recent report.

Absent disclosure of the material impact of divestitures on ExxonMobil's greenhouse gas emissions, it is unclear to what extent ExxonMobil's reported emissions reductions since 2016 resulted in real-world emissions decreases. Furthermore, without this disclosure, investors also lack insight into the extent to which ExxonMobil's forward-looking emissions targets and aspirations will yield genuine emissions reductions.

We therefore seek greater clarity on the material impact of divestments on ExxonMobil's reported greenhouse emissions since 2016. We would like to set up a meeting with relevant company representatives in the next few weeks to discuss the company's approach to these risks. We look forward to hearing from you.

Sincerely,



Danielle Fugere
President and Chief Counsel
As You Sow

Englande, Sherry M

From: Englande, Sherry M on behalf of Shareholder Relations /SM
Sent: Monday, December 19, 2022 3:15 PM
To: [REDACTED]
Cc: [REDACTED] Andrew Behar
Subject: RE: ExxonMobil Climate Shareholder Proposal
Attachments: 2022-1214 Ack Ltr Fugere.pdf; Attachments_SEC Rule 14a-8_Nov-4-2020 and SLB 14F_Oct-18-2011.pdf; Attachments_SEC Rule 14a-8_SLB 14_July-13-2001.pdf

Sent on behalf of Jennifer Driscoll:

Dear Ms. Fugere -

Please see the attached letter regarding the shareholder proposal submitted by Mr. Behar.

Thank you
The ExxonMobil Shareholder Relations Team

From: Andrew Behar [REDACTED]
Sent: Monday, December 05, 2022 8:37 PM
To: Shareholder Relations /SM [REDACTED]
Cc: [REDACTED]
Subject: ExxonMobil Climate Shareholder Proposal

December 5, 2022

Craig S. Morford
Vice President, Corporate Secretary, and General Counsel
ExxonMobil Corporation

[REDACTED]
Cc: Investor Relations, [REDACTED]
Danielle Fugere, [REDACTED]

Dear Mr. Morford,

I am submitting the attached shareholder proposal, which I support, for a vote at ExxonMobil's 2023 annual shareholder meeting requesting ExxonMobil's Board to report on the impact of asset transfers on disclosed greenhouse gas emissions. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the Company's next annual shareholder meeting in 2023. These shares are held by myself, Andrew Behar.

My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

I am available to meet with Exxon Mobil Corporation's representative at the following times:

- December 16, 2022 at 4:00pm Central
- December 16, 2022 at 4:30pm Central

This letter confirms that I am delegating Danielle Fugere to act as my agent regarding this Rule 14a-8 proposal, including negotiations and/or modification, and presentation at the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to Danielle Fugere at [REDACTED] to facilitate prompt communication. Please send all correspondence with a copy to [REDACTED]

Your consideration and that of the Board of Directors is appreciated in support of the long-term performance of our company. You can avoid the time and expense of filing a deficiency letter to verify ownership by simply acknowledging receipt of my proposal promptly by email to [REDACTED]. That will prompt me to request the required letter from my broker and to submit it to you.

Sincerely,
Andrew Behar
Shareholder
Enclosures

- Shareholder Proposal



VIA EMAIL

December 19, 2022

Danielle Fugere
President & Chief Counsel
Andrew Behar
[REDACTED]
[REDACTED]

Dear Ms. Fugere:

Thank you for your interest in ExxonMobil. This will acknowledge receipt of the proposal concerning an adjustment to greenhouse gas reporting (the "Proposal"), for which you are acting as representative of Andrew Behar (the "Proponent") in connection with ExxonMobil's 2023 annual meeting of shareholders.

We wanted to let you know that the Proposal contains certain procedural deficiencies, which the Securities and Exchange Commission ("SEC") regulations require us to bring to your attention. Let me elaborate on them for your benefit.

Ownership Eligibility

In order to be eligible to submit a shareholder proposal, Rule 14a-8, as amended (copy enclosed), requires that each proponent must have continuously held, as of the date the proposal was submitted, at least (i) \$2,000 in market value of the company's securities entitled to vote on the proposal at the meeting for at least three years, (ii) \$15,000 in market value of the company's securities entitled to vote on the proposal at the meeting for at least two years or (iii) \$25,000 in market value of the company's securities entitled to vote on the proposal at the meeting for at least one year, for the applicable period through and including the date the shareholder proposal was submitted.

For this Proposal, the date of submission is December 5, 2022, which is the date the Proposal was received electronically by email.

Note that the SEC rules do not permit a shareholder to aggregate the Proponent's share holdings with those of another shareholder or group of shareholders to meet the ownership eligibility requirement.

Method for Demonstrating Proof of Ownership

Mr. Behar does not appear in our records as a registered shareholder. Moreover, to date we have not received proof that he has satisfied these ownership requirements. To remedy this deficiency, he, or you as his representative, must submit sufficient proof verifying his continuous

ownership of the requisite number of ExxonMobil shares for the applicable time period preceding and including December 5, 2022.

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

- a written statement from the "record" holder of Mr. Behar's shares (usually a broker or a bank) verifying that he continuously held the requisite number of ExxonMobil shares for the applicable time period preceding and including December 5, 2022; or
- if Mr. Behar has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting his ownership of the requisite number of ExxonMobil shares as of or before the date on which the required holding 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 he continuously held the requisite number of ExxonMobil shares for the applicable time period preceding and including December 5, 2022.

If you, as Mr. Behar's representative, intend to demonstrate ownership by submitting a written statement from the "record" holder of the 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. As the SEC adopted amendments to Rule 14a-8 that became effective in 2021, please note that Staff Legal Bulletin No. 14F does not reflect those amendments and to the extent any provisions are inconsistent, Rule 14a-8 governs in all respects.

You can confirm whether Mr. Behar's broker or bank is a DTC participant by asking his broker or bank or by checking the listing of current DTC participants, which is available on the internet at: <https://www.dtcc.com/client-center/dtc-directories>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- If Mr. Behar's broker or bank is a DTC participant, then you need to submit a written statement from his broker or bank verifying that he continuously held the requisite number of ExxonMobil shares for the applicable time period preceding and including December 5, 2022.
- If Mr. Behar's 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 he continuously held the requisite number of ExxonMobil shares for the applicable time period preceding and including December 5, 2022. You should be able to find out who this DTC participant is by asking Mr. Behar's broker or bank. If his broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through his account statements because the clearing broker identified on his account statements will generally be a DTC participant. If the DTC participant that holds his shares knows his broker's or bank's holdings, but does not know his holdings, you need to satisfy the proof of

ownership requirement by obtaining and submitting two proof of ownership statements verifying that for the applicable period preceding and including December 5, 2022, the required amount of securities were continuously held – one from Mr. Behar’s broker or bank, confirming his ownership, and the other from the DTC participant, confirming the broker or bank’s ownership.

In the event there are co-filers for this Proposal, Rule 14a-8 requires that all co-filers must either agree to the same dates and times of availability or identify a single lead filer who will provide dates and times of the lead filer’s availability to engage on behalf of all co-filers.

The SEC’s rules require that this deficiency we have identified be remedied, and 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 [REDACTED] or by email to [REDACTED]. The failure to correct the deficiencies within this time period will provide the company with a basis to exclude the Proposal from the company’s proxy statement for the 2023 annual meeting.

You should note that, if the Proposal is not withdrawn or excluded, you or your representative, who is qualified under New Jersey law to present the Proposal on your 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 you intend for a representative to present the Proposal, you must provide documentation that specifically identifies your intended representative by name and specifically authorizes the representative to act as Mr. Behar’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 Mr. Behar’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, together with photo identification if requested, so that our counsel may verify the representative’s authority to act on your behalf prior to the start of the meeting.

In the event there are co-filers for this Proposal and in light of the guidance in SEC Staff Legal Bulletin No. 14F dealing with co-filers of shareholder proposals, it is important to ensure that, you as Mr. Behar’s representative, have clear authority to act on behalf of all co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the lead filer can represent that it holds such authority on behalf of all co-filers, and considering SEC staff guidance, it will be difficult for us to engage in productive dialogue concerning this Proposal.

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

Danielle Fugere
Page 4

I hope that's helpful to you.

Last, we are interested in discussing this Proposal and will contact you in the near future.

Sincerely,

A handwritten signature in black ink, appearing to read "Jennifer Dutton". The signature is written in a cursive style with a large initial "J".

JKD/sme

Enclosures

c: Andrew Behar

Englande, Sherry M

From: Danielle Fugere [REDACTED]
To: Englande, Sherry M
Sent: Tuesday, December 20, 2022 9:11 AM
Subject: Read: ExxonMobil Climate Shareholder Proposal

Your message

To:
Subject: ExxonMobil Climate Shareholder Proposal
Sent: Tuesday, December 20, 2022 9:10:48 AM (UTC-06:00) Central Time (US & Canada)

was read on Tuesday, December 20, 2022 9:10:36 AM (UTC-06:00) Central Time (US & Canada).

Englande, Sherry M

From: Andrew Behar [REDACTED]
Sent: Monday, December 19, 2022 9:20 PM
To: Shareholder Relations /SM
Subject: Re: ExxonMobil Climate Shareholder Proposal

[REDACTED]

[Sent from AT&T Yahoo Mail for iPad](#)

On Monday, December 19, 2022, 1:18 PM, Shareholder Relations /SM [REDACTED] wrote:

Sent on behalf of Jennifer Driscoll:

Dear Ms. Fugere -

Please see the attached letter regarding the shareholder proposal submitted by Mr. Behar.

Thank you

The ExxonMobil Shareholder Relations Team

From: Andrew Behar [REDACTED]
Sent: Monday, December 05, 2022 8:37 PM
To: Shareholder Relations /SM [REDACTED]
Cc: [REDACTED]
Subject: ExxonMobil Climate Shareholder Proposal

December 5, 2022

Craig S. Morford

Vice President, Corporate Secretary, and General Counsel

ExxonMobil Corporation

[REDACTED]

[REDACTED]

Cc: Investor Relations, [REDACTED]

Danielle Fugere, [REDACTED]

Dear Mr. Morford,

I am submitting the attached shareholder proposal, which I support, for a vote at ExxonMobil's 2023 annual shareholder meeting requesting ExxonMobil's Board to report on the impact of asset transfers on disclosed greenhouse gas emissions. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the Company's next annual shareholder meeting in 2023. These shares are held by myself, Andrew Behar.

My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

I am available to meet with Exxon Mobil Corporation's representative at the following times:

- December 16, 2022 at 4:00pm Central
- December 16, 2022 at 4:30pm Central

This letter confirms that I am delegating Danielle Fugere to act as my agent regarding this Rule 14a-8 proposal, including negotiations and/or modification, and presentation at the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to Danielle Fugere at [REDACTED] to facilitate prompt communication. Please send all correspondence with a copy to [REDACTED].

Your consideration and that of the Board of Directors is appreciated in support of the long-term performance of our company. You can avoid the time and expense of filing a deficiency letter to verify ownership by simply acknowledging receipt of my proposal promptly by email to [REDACTED]. That will prompt me to request the required letter from my broker and to submit it to you.

Sincerely,

Andrew Behar

Shareholder

Enclosures

- Shareholder Proposal

Englande, Sherry M

From: Andrew Behar [REDACTED]
Sent: Wednesday, December 28, 2022 6:38 PM
To: Englande, Sherry M; Shareholder Relations /SM; [REDACTED]; [REDACTED]
Subject: ExxonMobil Climate Shareholder Proposal - Proof of Ownership
Attachments: 23.XOM.2 Exxon Climate Change - Proof of Ownership Request_Andrew Behar.pdf

Please see my attached proof of ownership.
I would greatly appreciate if you could confirm receipt of this email and that all deficiencies are satisfied.

Best,
Andrew Behar

From: Englande, Sherry M [REDACTED] on behalf of Shareholder Relations /SM
Sent: Monday, December 19, 2022 1:17 PM
To: Danielle Fugere [REDACTED]
Cc: Shareholder Engagement [REDACTED]; Andrew Behar [REDACTED]
Subject: RE: ExxonMobil Climate Shareholder Proposal

Sent on behalf of Jennifer Driscoll:

Dear Ms. Fugere -

Please see the attached letter regarding the shareholder proposal submitted by Mr. Behar.

Thank you

The ExxonMobil Shareholder Relations Team

From: Andrew Behar [REDACTED]
Sent: Monday, December 05, 2022 8:37 PM
To: Shareholder Relations /SM [REDACTED]
Cc: [REDACTED]
Subject: ExxonMobil Climate Shareholder Proposal

December 5, 2022

Craig S. Morford

Vice President, Corporate Secretary, and General Counsel

ExxonMobil Corporation

[REDACTED]

[REDACTED]

Cc: Investor Relations, [REDACTED]

Danielle Fugere, [REDACTED]

Dear Mr. Morford,

I am submitting the attached shareholder proposal, which I support, for a vote at ExxonMobil's 2023 annual shareholder meeting requesting ExxonMobil's Board to report on the impact of asset transfers on disclosed greenhouse gas emissions. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the Company's next annual shareholder meeting in 2023. These shares are held by myself, Andrew Behar.

My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

I am available to meet with Exxon Mobil Corporation's representative at the following times:

- December 16, 2022 at 4:00pm Central
- December 16, 2022 at 4:30pm Central

This letter confirms that I am delegating Danielle Fugere to act as my agent regarding this Rule 14a-8 proposal, including negotiations and/or modification, and presentation at the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to Danielle Fugere at [REDACTED] to facilitate prompt communication. Please send all correspondence with a copy to [REDACTED].

Your consideration and that of the Board of Directors is appreciated in support of the long-term performance of our company. You can avoid the time and expense of filing a deficiency letter to verify ownership by simply acknowledging receipt of my proposal promptly by email to [REDACTED]. That will prompt me to request the required letter from my broker and to submit it to you.

Sincerely,

Andrew Behar

Shareholder

Enclosures

- Shareholder Proposal



**Wealth
Management**

12/27/2022

Andrew Behar
[REDACTED]
[REDACTED]

Dear Andrew,

RBC Capital Markets, LLC, acts as custodian for Andrew Behar.

We are writing to verify that our books and records reflect that, Andrew Behar, owns 40 shares of Exxon Mobil Corp (Cusip#30231G102) representing a market value of approximately \$4370 and that, Andrew Behar, has owned such shares continuously since 10/05/2015. We are providing this information at the request of Andrew Behar in support of its activities pursuant to rule 14a-8(a)(1) of the Securities Exchange Act of 1934.

In addition, we confirm that we are a DTC participant.

Should you require further information, please contact me directly at [REDACTED]

Sincerely,

A handwritten signature in black ink, appearing to read 'Justin Klueger', followed by a horizontal line.

Justin Klueger
Vice President – Financial Advisor

Englande, Sherry M

From: Englande, Sherry M on behalf of Shareholder Relations /SM
Sent: Friday, January 06, 2023 9:05 PM
To: [REDACTED]
Cc: Shareholder Engagement
Subject: Shareholder Proposal Filings
Attachments: 2023-0106 As You Sow Response Letter.pdf

Sent on behalf of Jennifer Driscoll:

Dear Ms. Fugere and Ms. Lyles –

Please see the attached letter regarding your shareholder proposal submissions.

Thank you

Sherry M. Englande
ESG Manager
Investor Relations

Exxon Mobil Corporation
[REDACTED]

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.



VIA EMAIL

January 6, 2023

As You Sow Control Group

Danielle Fugere
President & Chief Counsel
As representative for:
Andrew Behar

Anna Marie Lyles, Ph.D.

Dear Ms. Fugere and Ms. Lyles:

I am writing to you in relation to Ms. Lyles' proposal concerning a report on current environment-related litigation (the "Lyles Proposal") that you submitted on December 8, 2022, and Mr. Behar's proposal concerning an adjustment to greenhouse gas reporting (the "Behar Proposal" and, together with the Lyles Proposal, the "Proposals") that you submitted on December 5, 2022, in connection with ExxonMobil's 2023 annual meeting of shareholders. See Attachment 1 and Attachment 2 for full text of the Proposals.

Subsequent to our letter of December 21, 2022 to Ms. Lyles acknowledging receipt of the Lyles Proposal, we became aware that, in other professional capacities, your colleague refers to herself as Annarie Lyles.¹ We also learned that, as Annarie Lyles, Ms. Lyles is currently serving as a member of the board of directors and treasurer of As You Sow.² We are sending this letter now as none of these facts were apparent or disclosed in your December 8, 2022 submission of the Lyles Proposal.³ Separately, Andrew Behar is the chief executive officer of As You Sow and served in this role at the time the Behar Proposal was submitted shortly before the submission of the Lyles Proposal.

¹ See <https://www.linkedin.com/in/annarielyles>. This profile for Annarie also lists Bio-Gist Ventures, LLC. See also information for Bio-Gist Ventures, LLC, using the Anna Marie Lyles names: <https://www.allbiz.com/business/bio-gist-ventures-llc-609-497-0340> and <https://www.buzzfile.com/business/Bio~Gist-Ventures-LLC-609-497-0340>. All use the same address as the submission of 253 Jefferson Road, Princeton, NJ 08540.

² See <https://www.asyousow.org/about-us/staff/board-of-directors>.

³ We further note that, for some reason, As You Sow does not list the Lyles Proposal on its website: <https://www.asyousow.org/resolutions-tracker>. Nor was As You Sow listed or referenced in your Proposal.

On the basis of these new facts, we wanted to notify you that each of the Proposals contain a deficiency under the regulations of the Securities and Exchange Commission ("SEC"). We elaborate below for your benefit.

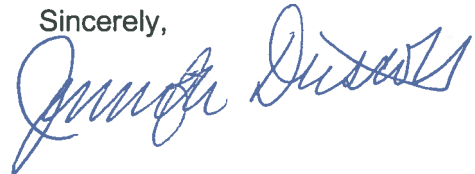
As Controlled Persons of As You Sow, Each of the Lyles Proposal and Behar Proposal has the Same Proponent as Another Proposal Submitted by Another Controlled Person of As You Sow

Rule 14a-8(c) states that each person may submit no more than one proposal to a company. This includes both direct and indirect submissions. An organization such as As You Sow may indirectly submit a proposal where the proposal is submitted by someone with whom they have a control relationship, including employment relationships.⁴ Ms. Lyles' work as a director and treasurer of As You Sow and Mr. Behar's work as chief executive officer of As You Sow each qualify as control relationships. Therefore, the submission of both of the Proposals causes each of the Lyles Proposal and Behar Proposal to violate the one-proposal limit. Therefore, one of the Proposals must be withdrawn.

We wanted to make you aware that the SEC's rules require that the deficiency we have identified be remedied, and your response 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 [REDACTED] or by email to [REDACTED]. The failure to correct the deficiencies within this time period will provide the company with a basis to exclude both Proposals from the company's proxy statement for the company's 2023 annual meeting of shareholders.

Please contact us with any questions.

Sincerely,



JKD/tlb

⁴ See final release, page 61: "[W]e note that under the final amendment, **entities and all persons under their control, including employees, will be treated as a 'person'** for purposes of the amendment." Full release: <https://www.sec.gov/rules/final/2020/34-89964.pdf>.

Attachment 1

Anna Marie Lyles Proposal

RESOLVED: Shareholders request an actuarial assessment, omitting confidential information and prepared at a reasonable cost, of the potential cumulative risk to Exxon Mobil Corporation (“ExxonMobil” or the “Company”) from current environment-related litigation against the Company and its affiliates.

SUPPORTING STATEMENT

Environment-related litigation poses an increasing risk to oil and gas investments. For instance, BP paid more than \$60bn in criminal and civil penalties and remediation costs following the Macondo blowout, and Shell has been ordered by a Dutch court to reduce its CO2 emissions by 45% by 2030.

In addition, we have observed a recent trend of courts cancelling energy production permits (e.g. in Australia, South Africa, Brazil), which poses a particular risk for investments in new production. These cancellations allegedly result from non-compliance with environmental laws and the incompatibility of new production with climate goals. Notably, we believe that courts may now use as a point of reference the International Energy Agency's assessment in its 2021 report Net Zero by 2050 that no new oil, gas, or thermal coal projects can be approved by relevant licensing authorities in order to meet Paris Agreement emissions goals.

These environment-related lawsuits are often lengthy and we believe that the direct and indirect risks posed to the business and shareholder value in case of losing some of these lawsuits appear substantial, and shareholders deserve proper disclosure of these risks.

Media reports indicate that ExxonMobil also faces environment-related lawsuits with potentially material impacts on the business. For example:

- Multiple climate lawsuits brought by states and attorneys general alleging failures to adequately address climate risks, an obligation to pay damages for climate harms, and misleading consumers and investors regarding greenhouse gas emissions.¹ Individually and cumulatively, losing these cases could have a direct financial and/or reputational impact on ExxonMobil.
- Multiple lawsuits alleging non-compliance with legal requirements by ExxonMobil's major investment in Guyana. A court has cut two of ExxonMobil's Guyana subsidiary's environmental permits from over 20 years to 5 years.
- Ongoing lawsuits seek cancellation of more permits, enforcement regarding safety conditions amid reports of spills, and unlimited parent company indemnities to cover the risk of a major spill that could impact many Caribbean countries. Constitutional litigation demands that Guyana's government halt oil and gas production entirely due to its alleged impact on the environment.

Clearly, ExxonMobil is not immune to risks of environment-related litigation. However, it discloses what we believe is insufficient information on these risks, leaving shareholders with an inadequate means to assess the future value of their investments. Therefore, the shareholders believe the board of directors of the Company should take the steps necessary to direct the Company to provide additional disclosure regarding these risks so that the shareholders are able to properly evaluate potential impact such risks may have on the shareholder value.

¹ See e.g., *City and County of Honolulu v. ExxonMobil et al.* 1CCV-20-0000380; *Matthew Platkin Attorney General of New Jersey v. ExxonMobil Corporation et al.* MER-L-001797-22; *Commonwealth of Massachusetts v. ExxonMobil Corporation* No. 19-12430-WGY.RESOL"

Attachment 2

Andrew Behar Proposal

Representative: Danielle Fugere (As You Sow President and Chief Counsel)

“WHEREAS: The economic risks associated with climate change exist in the real world rather than on company balance sheets. Transferring emissions from one company to another may reduce balance sheet emissions but does not mitigate company or stakeholder exposure to climate risk or contribute to the goal of limiting global temperature rise to 1.5 degrees Celsius. In the aggregate, upstream oil and gas assets are moving from operators with stronger climate commitments to operators with weaker climate targets and disclosures.¹

The Glasgow Financial Alliance for Net Zero states that “divestment of carbon-intensive assets can be ineffective and even lead to real-world increases in emissions.”² As such, these divestments should not be counted as emissions reductions.

To accurately account for greenhouse gas (GHG) emissions reductions, the Greenhouse Gas Protocol provides that companies should recalculate base year emissions in the event of a “transfer of ownership or control of emissions-generating activities.”³ Oil and gas industry association IPIECA similarly recommends “adjustments to the base year emissions” to account for asset divestiture, to avoid giving the appearance of “increases or decreases in emissions, when in fact. . . emissions would merely be transferred from one company to another.”⁴

Since 2016, ExxonMobil reports absolute Scope 1 and 2 emissions reductions of roughly 10% on both equity and operated bases.⁵ However, between 2017 and 2021, ExxonMobil sold more assets than any other American oil and gas company except Chevron, ranking fourth globally among sellers.⁶ It is unclear how ExxonMobil accounts for these divestitures in its emissions reporting. Therefore, shareholders cannot determine whether ExxonMobil’s reported GHG reductions are the result of operational improvements or of transferring emissions off its books.

In contrast, peer company Devon Energy recalculates its baseline when asset divestitures or investments result in “a change to its emissions baseline of 5% or higher” to ensure accuracy and comparability of emissions reporting.⁷ Devon notes that this “recalculation methodology affirms our commitment to structurally drive down emissions, rather than divesting assets as a means to achieve our ambitious emissions reduction targets.”⁸ Investors deserve the same transparency from ExxonMobil.

RESOLVED: Shareholders request that ExxonMobil, at reasonable cost and omitting proprietary information, disclose a recalculated emissions baseline that excludes the aggregated GHG emissions from material asset divestitures occurring since 2016, the year ExxonMobil uses to baseline its emissions.

SUPPORTING STATEMENT: Proponents recommend disclosing, at management’s discretion:

- The emissions associated with ExxonMobil’s material asset divestments since 2016;
- What portion, if any, of ExxonMobil’s current emissions reduction targets relies on accounting for asset transfers as emissions reductions;
- A base year emissions recalculation policy establishing a threshold for future recalculations related to divestitures.

¹ <https://business.edf.org/files/Transferred-Emissions-How-Oil-Gas-MA-Hamper-Energy-Transition.pdf> p. 4

² <https://assets.bbhub.io/company/sites/63/2021/11/GFANZ-Progress-Report.pdf> p. 52

³ <https://ghgprotocol.org/sites/default/files/standards/ghg-protocol-revised.pdf> p. 35

⁴ <https://www.ipieca.org/resources/good-practice/petroleum-industry-guidelines-for-reporting-greenhouse-gas-emissions-2nd-edition/> p. 39

⁵ <https://corporate.exxonmobil.com/-/media/global/files/advancing-climate-solutions-progress-report/2022-july-update/exxonmobil-advancing-climate-solutions-2022-progress-report.pdf?la=en&hash=3A2B299463CE50DCDD6A9595E49AC3030CFF4350>

⁶ <https://business.edf.org/files/Transferred-Emissions-How-Oil-Gas-MA-Hamper-Energy-Transition.pdf> p. 22

⁷ https://dvnweb.azureedge.net/assets/documents/Sustainability/DVN_2022_SustainabilityReport.pdf p. 20

⁸ Ibid.”

Englande, Sherry M

From: Microsoft Outlook
To: Shareholder Engagement; [REDACTED]
Sent: Friday, January 06, 2023 9:09 PM
Subject: Relayed: Shareholder Proposal Filings

Delivery to these recipients or groups is complete, but no delivery notification was sent by the destination server:

[Shareholder Engagement](#) [REDACTED]

[REDACTED]

[REDACTED]

Subject: Shareholder Proposal Filings



Shareholder
Proposal Filings



VIA FEDEX & EMAIL

December 7, 2022

Craig S. Morford
Vice President, Corporate Secretary,
and General Counsel
ExxonMobil Corporation



RECEIVED
DEC 08 2022
CRAIG S. MORFORD

Dear Mr. Morford,

As You Sow is filing a shareholder proposal on behalf of Meyer Memorial Trust (S) (“Proponent”), a shareholder of ExxonMobil Corporation, for inclusion in ExxonMobil Corporation’s 2023 proxy statement and for consideration by shareholders in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.

A letter from the Proponent authorizing *As You Sow* to act on its behalf is enclosed. The Proponent is available for a meeting with the Company regarding this shareholder proposal at the following days/times: November 19, 2022 at 4:00pm Central or November 19, 2022 at 4:30pm Central.

The Proponent is designating *As You Sow* as a representative for all issues in this matter. I am the contact person on behalf of *As You Sow*, Conrad MacKerron Please also send all correspondence regarding this proposal to

A representative of the Proponent will attend the stockholder meeting to move the resolution as required.

We are available to discuss this issue and are optimistic that such a discussion could result in resolution of the Proponent’s concerns.

Sincerely,

Conrad MacKerron
Senior Vice President

Enclosures

- Shareholder Proposal
- Shareholder Authorization

cc:



WHEREAS: Plastic, with a lifecycle social cost at least ten times higher than its market price, actively threatens the world's oceans, wildlife, and public health.¹ Concern about the growing scale and impact of global plastic pollution has elevated the issue to crisis levels.² Of particular concern are single-use plastics (SUPs)³ which make up the largest component of the 11 million metric tons of plastic ending up in waterways annually.⁴ Without drastic action, this amount could triple by 2040.⁵

In response to the plastic pollution crisis, countries and major packaging brands are beginning to drive reductions in virgin plastic use.^{6,7}

Several studies demonstrate that a significant absolute reduction in virgin plastic demand is critical to curbing the flow of plastic into oceans.⁸ One of the most robust reduction pathways is presented in the widely-respected report, *Breaking the Plastic Wave*, which found that plastic leakage into the ocean can be feasibly reduced by 80% under its System Change Scenario (SCS), which is based on a significant absolute reduction of virgin SUPs.^{9,10}

BP has recognized the potential disruption that global SUP reductions could have on the oil industry in its *2019 Outlook*, where it found a global SUP ban by 2040 would reduce oil demand growth by 60%.¹¹

The future under the SCS – one built on recycled plastics and circular business models – looks drastically different than today's linear take-make-waste production model. Several implications of the SCS, including a one-third absolute demand reduction (mostly of virgin SUPs) and immediate reduction of new investment in virgin production, are at odds with Exxon's planned investments.¹²

Exxon was recently identified as the largest global producer of SUP-bound polymers (5.9 million metric tons in 2019, an estimated 50% of its total polymer production) and exposed for lobbying against plastic pollution laws.^{13,14} While Exxon states it is acting to "address plastic waste," it fails to meaningfully address the potential for regulatory restrictions and/or significant disruption in demand for virgin plastic, both of which could result in stranded assets.^{15,16}

¹ https://wwfint.awsassets.panda.org/downloads/wwf_pactsee_report_english.pdf

² <https://www.unep.org/resources/pollution-solution-global-assessment-marine-litter-and-plastic-pollution>

³ <https://eur-lex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:32019L0904&from=EN#page=8>

⁴ <https://www.minderoo.org/plastic-waste-makers-index/findings/executive-summary/>

⁵ <https://www.nationalgeographic.com/science/article/plastic-trash-in-seas-will-nearly-triple-by-2040-if-nothing-done>

⁶ <https://www.pbs.org/newshour/science/bold-single-use-plastic-ban-kicks-europes-plastic-purge-into-high-gear>

⁷ <https://www.unilever.com/news/press-releases/2019/unilever-announces-ambitious-new-commitments-for-a-waste-free-world.html>

⁸ <https://www.theguardian.com/environment/2021/jul/01/call-for-global-treaty-to-end-production-of-virgin-plastic-by-2040>

⁹ https://www.pewtrusts.org/-/media/assets/2020/07/breakingtheplasticwave_report.pdf

¹⁰ <https://www.science.org/doi/full/10.1126/science.aba9475>

¹¹ <https://www.bp.com/content/dam/bp/business-sites/en/global/corporate/pdfs/energy-economics/energy-outlook/bp-energy-outlook-2019.pdf#page=18>

¹² <https://www.bloomberg.com/news/articles/2019-06-13/exxon-sabir-greenlight-new-texas-plant-to-process-shale-output?sref=TtrRgti9>

¹³ <https://www.minderoo.org/plastic-waste-makers-index/data/flows/#/sankey/global/10>

¹⁴ <https://gizmodo.com/we-now-know-how-exxon-secretly-fights-crackdowns-on-pla-1847220288>

¹⁵ <https://corporate.exxonmobil.com/Sustainability/Sustainability-Report/Environment/Plastic-waste-management#Addressingplasticwaste>

¹⁶ <https://www.forbes.com/sites/scottcarpenter/2020/09/05/why-the-oil-industrys-400-billion-bet-on-plastics-could-backfire/?sh=6e099bd843fe>

RESOLVED: Shareholders request the Board issue an audited report addressing, at reasonable cost and omitting proprietary information, whether and how a significant reduction in virgin plastic demand, as set forth in *Breaking the Plastic Wave's* System Change Scenario for reducing ocean plastic pollution, would affect the Company's financial position and assumptions underlying its financial statements.

SUPPORTING STATEMENT: Proponents recommend that, at Board discretion, the report include:

- Quantification (in tons and/or as a percentage of the total) of the Company's polymer production for SUP markets;
- A summary or list of the Company's existing and planned investments that may be materially impacted by the SCS;
- Plans or goals to shift Exxon's business model from virgin to recycled plastics and use of recycling technologies that are cost-effective, process and energy efficient, and environmentally sound.

11/8/2022 | 8:51:34 AM PST

Andrew Behar
CEO
As You Sow



Re: Authorization to File Shareholder Resolution

Dear Andrew Behar,

The undersigned (“Stockholder”) authorizes As You Sow to file a shareholder resolution on Stockholder’s behalf with the named Company for inclusion in the Company’s 2023 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. The resolution at issue relates to the below described subject.

Stockholder: Meyer Memorial Trust (S)
Company: Exxon Mobil Corp
Subject: Petrochemical risks: single-use plastics

The Stockholder has continuously owned an amount of Company stock for a duration of time that enables the Stockholder to file a shareholder resolution for inclusion in the Company’s proxy statement. The Stockholder intends to hold the required amount of stock through the date of the Company’s annual meeting in 2023.

The Stockholder gives As You Sow the authority to address, on the Stockholder’s behalf, any and all aspects of the shareholder resolution, including drafting and editing the proposal, representing Stockholder in engagements with the Company, entering into any agreement with the Company, and designating another entity as lead filer and representative of the shareholder. The Stockholder understands that the Stockholder’s name and contact information will be disclosed in the proposal. The Securities and Exchange Commission has confirmed that they remove personally identifiable information from No-Action requests and related correspondence before making these materials publicly available on the Commission’s website. The Stockholder acknowledges that their name, however, may appear on the company’s proxy statement as the filer of the aforementioned resolution, and that the media may mention the Stockholder’s name in relation to the resolution. The Stockholder supports this proposal.

The Stockholder is available for a meeting with the Company regarding this shareholder proposal. The dates/times will be provided by As You Sow.

The Stockholder can be contacted at the following email address to schedule a dialogue during one of the above dates:  (client's asset manager)

Any correspondence regarding meeting dates must also be sent to my representative:



The Stockholder also authorizes As You Sow to send a letter of support of the resolution on Stockholder's behalf.

Sincerely,

DocuSigned by:
Sohel Hussain
1F86DDE0020F432...

Name: Sohel Hussain

Title: Interim Director of Investments

This Package Has
Been X-Rayed By
Central Mail

130-234

SHIP DATE: 07DEC22
ACTWGT: 0.25 LB
CAD: 103055598/INET4530

BILL SENDER

TO: [REDACTED]
[REDACTED]
[REDACTED] MORFORD, CORP SECRETARY
[REDACTED] CORPORATION

581J3/9A97/FE2D

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INV:
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Ship Manager - Print Your Label(s)

RT 429
ST 26
4 10:00
D 7002
12.08

Englande, Sherry M

From: Shareholder Engagement [REDACTED]
Sent: Thursday, December 08, 2022 4:07 PM
To: Shareholder Relations /SM
Cc: Conrad MacKerron; Kelly McBee; Gail Follansbee; Sophia Wilson; Rachel Lowy
Subject: ExxonMobil - Petrochemicals - Shareholder Proposal Filing Document
Attachments: REVISED 23.XOM.1 Exxon Mobil Petrochem - Lead Filing Packet.pdf

Dear Mr. Morford,

Attached please find the filing document packet submitting a shareholder proposal for inclusion in the company's 2023 proxy statement. A previous copy of these documents has been sent to your offices via FedEx and our records show it arrived today, December 8, 2022 at 9:35am. Please note that the attached is revised and is the correct version to review.

It would be much appreciated if you could please confirm receipt of this email.

Thank you and best regards,

Rachel Lowy

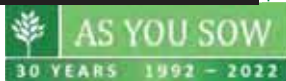
Rachel Lowy (she/her/hers)

Shareholder Relations Coordinator

As You Sow



www.asyousow.org



~Empowering Shareholders to Change Corporations for Good~

VIA FEDEX & EMAIL

December 8, 2022

Craig S. Morford
Vice President, Corporate Secretary,
and General Counsel
ExxonMobil Corporation
[REDACTED]

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The Proponent is designating *As You Sow* as a representative for all issues in this matter. I am the contact person on behalf of *As You Sow*, Conrad MacKerron [REDACTED] **Please also send all correspondence regarding this proposal to [REDACTED]**

A representative of the Proponent will attend the stockholder meeting to move the resolution as required.

We are available to discuss this issue and are optimistic that such a discussion could result in resolution of the Proponent's concerns.

Sincerely,



Conrad MacKerron
Senior Vice President

Enclosures

- Shareholder Proposal
- Shareholder Authorization

cc: [REDACTED]

WHEREAS: Plastic, with a lifecycle social cost at least ten times higher than its market price, actively threatens the world's oceans, wildlife, and public health.¹ Concern about the growing scale and impact of global plastic pollution has elevated the issue to crisis levels.² Of particular concern are single-use plastics (SUPs)³ which make up the largest component of the 11 million metric tons of plastic ending up in waterways annually.⁴ Without drastic action, this amount could triple by 2040.⁵

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⁶ <https://www.pbs.org/newshour/science/bold-single-use-plastic-ban-kicks-europes-plastic-purge-into-high-gear>

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⁸ <https://www.theguardian.com/environment/2021/jul/01/call-for-global-treaty-to-end-production-of-virgin-plastic-by-2040>

⁹ https://www.pewtrusts.org/-/media/assets/2020/07/breakingtheplasticwave_report.pdf

¹⁰ <https://www.science.org/doi/full/10.1126/science.aba9475>

¹¹ <https://www.bp.com/content/dam/bp/business-sites/en/global/corporate/pdfs/energy-economics/energy-outlook/bp-energy-outlook-2019.pdf#page=18>

¹² <https://www.bloomberg.com/news/articles/2019-06-13/exxon-sabic-greenlight-new-texas-plant-to-process-shale-output?sref=TtrRgti9>

¹³ <https://www.minderoo.org/plastic-waste-makers-index/data/flows/#/sankey/global/10>

¹⁴ <https://gizmodo.com/we-now-know-how-exxon-secretly-fights-crackdowns-on-pla-1847220288>

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¹⁶ <https://www.forbes.com/sites/scottcarpenter/2020/09/05/why-the-oil-industrys-400-billion-bet-on-plastics-could-backfire/?sh=6e099bd843fe>

RESOLVED: Shareholders request the Board issue an audited report addressing, at reasonable cost and omitting proprietary information, whether and how a significant reduction in virgin plastic demand, as set forth in *Breaking the Plastic Wave's* System Change Scenario for reducing ocean plastic pollution, would affect the Company's financial position and assumptions underlying its financial statements.

SUPPORTING STATEMENT: Proponents recommend that, at Board discretion, the report include:

- Quantification (in tons and/or as a percentage of the total) of the Company's polymer production for SUP markets;
- A summary or list of the Company's existing and planned investments that may be materially impacted by the SCS;
- Plans or goals to shift Exxon's business model from virgin to recycled plastics and use of recycling technologies that are cost-effective, process and energy efficient, and environmentally sound.

11/8/2022 | 8:51:34 AM PST

Andrew Behar
CEO
As You Sow

[REDACTED]
[REDACTED]

Re: Authorization to File Shareholder Resolution

Dear Andrew Behar,

The undersigned (“Stockholder”) authorizes As You Sow to file a shareholder resolution on Stockholder’s behalf with the named Company for inclusion in the Company’s 2023 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. The resolution at issue relates to the below described subject.

Stockholder: Meyer Memorial Trust (S)
Company: Exxon Mobil Corp
Subject: Petrochemical risks: single-use plastics

The Stockholder has continuously owned an amount of Company stock for a duration of time that enables the Stockholder to file a shareholder resolution for inclusion in the Company’s proxy statement. The Stockholder intends to hold the required amount of stock through the date of the Company’s annual meeting in 2023.

The Stockholder gives As You Sow the authority to address, on the Stockholder’s behalf, any and all aspects of the shareholder resolution, including drafting and editing the proposal, representing Stockholder in engagements with the Company, entering into any agreement with the Company, and designating another entity as lead filer and representative of the shareholder. The Stockholder understands that the Stockholder’s name and contact information will be disclosed in the proposal. The Securities and Exchange Commission has confirmed that they remove personally identifiable information from No-Action requests and related correspondence before making these materials publicly available on the Commission’s website. The Stockholder acknowledges that their name, however, may appear on the company’s proxy statement as the filer of the aforementioned resolution, and that the media may mention the Stockholder’s name in relation to the resolution. The Stockholder supports this proposal.

The Stockholder is available for a meeting with the Company regarding this shareholder proposal. The dates/times will be provided by As You Sow.

The Stockholder can be contacted at the following email address to schedule a dialogue during one of the above dates: [REDACTED] (client’s asset manager)

Any correspondence regarding meeting dates must **also be sent to my representative:**

[REDACTED]

The Stockholder also authorizes As You Sow to send a letter of support of the resolution on Stockholder's behalf.

Sincerely,

DocuSigned by:
Soheil Hussain
1F86DDE0020F432...

Name: soheil hussain

Title: Interim Director of Investments

Englande, Sherry M

From: Englande, Sherry M on behalf of Shareholder Relations /SM
Sent: Tuesday, December 20, 2022 3:32 PM
To: Shareholder Engagement
Cc: Conrad MacKerron; Kelly McBee; Gail Follansbee; Sophia Wilson; Rachel Lowy
Subject: RE: ExxonMobil - Petrochemicals - Shareholder Proposal Filing Document
Attachments: 2022-1220 MacKerron Ack Ltr.pdf; Attachments_SEC Rule 14a-8_SLB 14_July-13-2001.pdf; Attachments_SEC Rule 14a-8_Nov-4-2020 and SLB 14F_Oct-18-2011.pdf

Sent on behalf of Jennifer Driscoll:

Dear Mr. MacKerron –

Please see the attached letter regarding your shareholder proposal submission.

Thank you
The ExxonMobil Shareholder Relations Team

From: Shareholder Engagement [REDACTED]
Sent: Thursday, December 08, 2022 4:07 PM
To: Shareholder Relations /SM [REDACTED]
Cc: Conrad MacKerron [REDACTED]; Kelly McBee [REDACTED]; Gail Follansbee [REDACTED]; Sophia Wilson [REDACTED]; Rachel Lowy [REDACTED]
Subject: ExxonMobil - Petrochemicals - Shareholder Proposal Filing Document

Dear Mr. Morford,

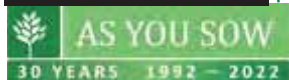
Attached please find the filing document packet submitting a shareholder proposal for inclusion in the company's 2023 proxy statement. A previous copy of these documents has been sent to your offices via FedEx and our records show it arrived today, December 8, 2022 at 9:35am. Please note that the attached is revised and is the correct version to review. It would be much appreciated if you could please confirm receipt of this email.

Thank you and best regards,
Rachel Lowy

Rachel Lowy (she/her/hers)
Shareholder Relations Coordinator

As You Sow

[REDACTED]
[REDACTED] | www.asyousow.org



~Empowering Shareholders to Change Corporations for Good~



VIA EMAIL

December 20, 2022

Conrad MacKerron
Senior Vice President
As You Sow
[REDACTED]
[REDACTED]

Dear Mr. MacKerron:

Thank you for your interest in ExxonMobil. This will acknowledge receipt of the proposal concerning a report on plastic production (the "Proposal"), which you have submitted on behalf of the Meyer Memorial Trust (S) (the "Proponent") in connection with ExxonMobil's 2023 annual meeting of shareholders.

We wanted to let you know that the Proposal contains certain procedural deficiencies, which the Securities and Exchange Commission ("SEC") regulations require us to bring to your attention. Let me elaborate on them for your benefit.

Ownership Eligibility

In order to be eligible to submit a shareholder proposal, Rule 14a-8, as amended (copy enclosed), requires that each proponent must have continuously held, as of the date the proposal was submitted, at least (i) \$2,000 in market value of the company's securities entitled to vote on the proposal at the meeting for at least three years, (ii) \$15,000 in market value of the company's securities entitled to vote on the proposal at the meeting for at least two years or (iii) \$25,000 in market value of the company's securities entitled to vote on the proposal at the meeting for at least one year, for the applicable period through and including the date the shareholder proposal was submitted.

For this Proposal, the date of submission is December 7, 2022, which is the date the Proposal was first postmarked for delivery by certified mail service.

Note that the SEC rules do not permit a shareholder to aggregate the Proponent's share holdings with those of another shareholder or group of shareholders to meet the ownership eligibility requirement.

Method for Demonstrating Proof of Ownership

The Meyer Memorial Trust (S) does not appear in our records as a registered shareholder. Moreover, to date we have not received proof from you that the Proponent satisfies the applicable ownership requirements. To remedy this deficiency, you must submit sufficient proof

verifying the Proponent's continuous ownership of the requisite number of ExxonMobil shares for the applicable time period preceding and including December 7, 2022.

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

- a written statement from the "record" holder of the Proponent's shares (usually a broker or a bank) verifying that the Proponent continuously held the requisite number of ExxonMobil shares for the applicable time period preceding and including December 7, 2022; or
- if the Proponent has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting the Proponent's ownership of the requisite number of ExxonMobil shares as of or before the date on which the required holding period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Proponent continuously held the requisite number of ExxonMobil shares for the applicable time period preceding and including December 7, 2022.

If you, as the Proponent's representative, intend to demonstrate ownership by submitting a written statement from the "record" holder of the 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. As the SEC adopted amendments to Rule 14a-8 that became effective in 2021, please note that Staff Legal Bulletin No. 14F does not reflect those amendments and to the extent any provisions are inconsistent, Rule 14a-8 governs in all respects.

You can confirm whether the Proponent's broker or bank is a DTC participant by asking that broker or bank or by checking the listing of current DTC participants, which is available on the internet at: <https://www.dtcc.com/client-center/dtc-directories>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- If the Proponent's broker or bank is a DTC participant, then you need to submit a written statement from such broker or bank verifying that the Proponent continuously held the requisite number of ExxonMobil shares for the applicable time period preceding and including December 7, 2022.
- If the Proponent's 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 the Proponent continuously held the requisite number of ExxonMobil shares for the applicable time period preceding and including December 7, 2022. You should be able to find out who this DTC participant is by asking the Proponent's broker or bank. If the Proponent's broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through the Proponent's account statements because the clearing broker identified on the account statements will generally be a DTC participant. If the DTC participant that holds the Proponent's shares knows the broker's or bank's holdings, but

does not know the Proponent's holdings, you need to satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that for the applicable period preceding and including December 7, 2022, the required amount of securities were continuously held – one from the Proponent's broker or bank, confirming its ownership, and the other from the DTC participant, confirming the broker or bank's ownership.

The SEC's rules require that this deficiency we have identified be remedied, and 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 [REDACTED] or by email to [REDACTED]. The failure to correct the deficiencies within this time period will provide the company with a basis to exclude the Proposal from the company's proxy statement for the 2023 annual meeting.

You should note that, if the Proposal is not withdrawn or excluded, you, on behalf of the Proponent, or your representative, who is qualified under New Jersey law to present the Proposal on your 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 you intend for a representative to present the Proposal, you must provide documentation that specifically identifies the intended representative by name and specifically authorizes the representative to act as your 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 shares of the Proponent 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, together with photo identification if requested, so that our counsel may verify the representative's authority to act on your 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.

I hope that's helpful to you.

Last, we are interested in discussing this Proposal and will contact you in the near future.

Sincerely,



JKD/sme

Enclosures

Englande, Sherry M

From: Microsoft Outlook
To: Gail Follansbee; Sophia Wilson; Rachel Lowy; Shareholder Engagement; Conrad MacKerron; Kelly McBee
Sent: Tuesday, December 20, 2022 3:36 PM
Subject: Relayed: RE: ExxonMobil - Petrochemicals - Shareholder Proposal Filing Document

Delivery to these recipients or groups is complete, but no delivery notification was sent by the destination server:

[Gail Follansbee](#) [REDACTED]

[Sophia Wilson](#) [REDACTED]

[Rachel Lowy](#) [REDACTED]

[Shareholder Engagement](#) [REDACTED]

[Conrad MacKerron](#) [REDACTED]

[Kelly McBee](#) [REDACTED]

Subject: RE: ExxonMobil - Petrochemicals - Shareholder Proposal Filing Document



RE: ExxonMobil -
Petrochemical...

Englande, Sherry M

From: Conrad MacKerron [REDACTED]
To: Englande, Sherry M
Sent: Tuesday, December 20, 2022 4:47 PM
Subject: Read: ExxonMobil - Petrochemicals - Shareholder Proposal Filing Document

Your message

To:
Subject: ExxonMobil - Petrochemicals - Shareholder Proposal Filing Document
Sent: Tuesday, December 20, 2022 4:47:16 PM (UTC-06:00) Central Time (US & Canada)

was read on Tuesday, December 20, 2022 4:47:06 PM (UTC-06:00) Central Time (US & Canada).

Englande, Sherry M

From: Shareholder Engagement [REDACTED]
Sent: Thursday, December 22, 2022 3:03 AM
To: Shareholder Relations /SM
Cc: Conrad MacKerron; Kelly McBee; Gail Follansbee; Sophia Wilson; Rachel Lowy
Subject: Re: ExxonMobil - Petrochemicals - Shareholder Proposal Filing Document
Attachments: 23.XOM.1 Exxon - Proof of Ownership_Meyer Memorial.pdf

Hello,

Confirming receipt of this deficiency letter.

Please see attached the following proof of ownership:

Lead Filer Meyer Memorial Trust (S) 11,225 shares

It would be greatly appreciated if you could confirm receipt and that all deficiencies are satisfied.

Thank you and happy holidays,

Rachel Lowy

Rachel Lowy (she/her/hers)

Shareholder Relations Coordinator

As You Sow



| www.asyousow.org



-Empowering Shareholders to Change Corporations for Good-

From: Englande, Sherry M [REDACTED] on behalf of Shareholder Relations /SM

Sent: Tuesday, December 20, 2022 1:35 PM

To: Shareholder Engagement [REDACTED]

Cc: Conrad MacKerron <[REDACTED]>; Kelly McBee <[REDACTED]>; Gail Follansbee

<[REDACTED]>; Sophia Wilson <[REDACTED]>; Rachel Lowy <[REDACTED]>

Subject: RE: ExxonMobil - Petrochemicals - Shareholder Proposal Filing Document

Sent on behalf of Jennifer Driscoll:

Dear Mr. MacKerron –

Please see the attached letter regarding your shareholder proposal submission.

Thank you

The ExxonMobil Shareholder Relations Team

From: Shareholder Engagement [REDACTED]
Sent: Thursday, December 08, 2022 4:07 PM
To: Shareholder Relations /SM [REDACTED]
Cc: Conrad MacKerron <[REDACTED]>; Kelly McBee <[REDACTED]>; Gail Follansbee <[REDACTED]>; Sophia Wilson <[REDACTED]>; Rachel Lowy <[REDACTED]>
Subject: ExxonMobil - Petrochemicals - Shareholder Proposal Filing Document

Dear Mr. Morford,

Attached please find the filing document packet submitting a shareholder proposal for inclusion in the company's 2023 proxy statement. A previous copy of these documents has been sent to your offices via FedEx and our records show it arrived today, December 8, 2022 at 9:35am. Please note that the attached is revised and is the correct version to review. It would be much appreciated if you could please confirm receipt of this email.

Thank you and best regards,

Rachel Lowy

Rachel Lowy (she/her/hers)

Shareholder Relations Coordinator

As You Sow



| www.asyousow.org



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We, Northern Trust hereby certify that

MEYER - APERIO GROUP

Account Number – [REDACTED]

Account Name - MEYER - APERIO Meyer Memorial Trust (S)

CUSIP– 30231G102

Meyer Memorial Trust (S):

Northern Trust, a DTC participant, acts as the custodian for **Meyer Memorial Trust (S)**. As of the date of this letter, **Meyer Memorial Trust (S)** held, and has held continuously for at least **13 months, 11225 shares of EXXON MOBIL CORP** common stock, with a value of over **\$25,000**.

on 13th December 2022:

**Beena
Bhalerao**

Digitally signed by Beena
Bhalerao
Date: 2022.12.13 15:41:20
-06'00'

[authorized stamps and signatures of the financial institution]

Team Lead, Client Asset Servicing

NTAC:3NS-20

NTAC:3NS-20

NTAC:3NS-20

Englande, Sherry M

From: Englande, Sherry M on behalf of Shareholder Relations /SM
Sent: Thursday, December 22, 2022 7:54 AM
To: Shareholder Engagement; Shareholder Relations /SM
Cc: Conrad MacKerron; Kelly McBee; Gail Follansbee; Sophia Wilson; Rachel Lowy
Subject: RE: ExxonMobil - Petrochemicals - Shareholder Proposal Filing Document

Good morning Rachel –
Thank you for your quick response to our letter.
I wish you and everyone at As You Sow a very Happy Holiday!
Sherry

From: Shareholder Engagement [REDACTED]
Sent: Thursday, December 22, 2022 3:03 AM
To: Shareholder Relations /SM [REDACTED]
Cc: Conrad MacKerron <[REDACTED]>; Kelly McBee <[REDACTED]>; Gail Follansbee <[REDACTED]>; Sophia Wilson <[REDACTED]>; Rachel Lowy <[REDACTED]>
Subject: Re: ExxonMobil - Petrochemicals - Shareholder Proposal Filing Document

Hello,

Confirming receipt of this deficiency letter.

Please see attached the following proof of ownership:
Lead Filer Meyer Memorial Trust (S) 11,225 shares

It would be greatly appreciated if you could confirm receipt and that all deficiencies are satisfied.

Thank you and happy holidays,
Rachel Lowy
Rachel Lowy (she/her/hers)
Shareholder Relations Coordinator
As You Sow

[REDACTED]
[REDACTED] | www.asyousow.org



-Empowering Shareholders to Change Corporations for Good-

From: Englande, Sherry M [REDACTED] on behalf of Shareholder Relations /SM
Sent: Tuesday, December 20, 2022 1:35 PM
To: Shareholder Engagement [REDACTED]
Cc: Conrad MacKerron [REDACTED]; Kelly McBee [REDACTED]; Gail Follansbee [REDACTED]; Sophia Wilson [REDACTED]; Rachel Lowy [REDACTED]
Subject: RE: ExxonMobil - Petrochemicals - Shareholder Proposal Filing Document

Sent on behalf of Jennifer Driscoll:

Dear Mr. MacKerron –

Please see the attached letter regarding your shareholder proposal submission.

Thank you
The ExxonMobil Shareholder Relations Team

From: Shareholder Engagement [REDACTED]
Sent: Thursday, December 08, 2022 4:07 PM
To: Shareholder Relations /SM [REDACTED]
Cc: Conrad MacKerron [REDACTED]; Kelly McBee [REDACTED]; Gail Follansbee [REDACTED]; Sophia Wilson [REDACTED]; Rachel Lowy [REDACTED]
Subject: ExxonMobil - Petrochemicals - Shareholder Proposal Filing Document

Dear Mr. Morford,

Attached please find the filing document packet submitting a shareholder proposal for inclusion in the company's 2023 proxy statement. A previous copy of these documents has been sent to your offices via FedEx and our records show it arrived today, December 8, 2022 at 9:35am. Please note that the attached is revised and is the correct version to review. It would be much appreciated if you could please confirm receipt of this email.

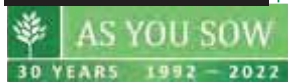
Thank you and best regards,
Rachel Lowy

Rachel Lowy (she/her/hers)
Shareholder Relations Coordinator

As You Sow

[REDACTED]

www.asyousow.org



-Empowering Shareholders to Change Corporations for Good-

Englande, Sherry M

From: Englande, Sherry M
Sent: Monday, January 09, 2023 6:43 PM
To: Conrad MacKerron
Cc: 'Shareholder Engagement'
Subject: Invitation to Engagement: Conrad MacKerron

Hi Conrad –

Happy New Year – I hope you are enjoying a great beginning to 2023!

It's been a while since we had a chance to talk, but it was good to hear from you. I hope you are doing well – and Josh Romo, too, if he's still with As You Sow.

We received your shareholder proposal on plastics submitted for our next annual shareholder meeting and are interested in hearing from you about your resolution.

Can you join our Vice President of Investor Relations, Jennifer Driscoll, for a telephone call on Tuesday, January 17 from 11:15-Noon Pacific Time / 1:15-2:00pm Central Time?

If this day/time works for your calendar, I'd be glad to send a meeting notice with Zoom link.

We look forward to talking with you soon.

Thank you

Sherry

Sherry M. Englande
ESG Manager
Investor Relations

Exxon Mobil Corporation



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: Kern, David A
Sent: Friday, December 09, 2022 9:17 AM
To: Englande, Sherry M
Subject: FW: Shareholder proposal submitted pursuant to Rule 14a-8
Attachments: Anna Marie Lyles - Exxon Mobil Corporation - Letter (December 8, 2022).pdf

David A. Kern
Senior Counsel, Corporate and Securities Law
Exxon Mobil Corporation

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

PRIVILEGED AND CONFIDENTIAL: This communication may contain information that is privileged and confidential and exempt from disclosure under applicable privileges. If you are not the intended recipient, please disregard this communication and contact sender.

From: Morford, Craig Stephen [REDACTED]
Sent: Thursday, December 8, 2022 10:46 PM
To: Kern, David A [REDACTED]
Subject: Fwd: Shareholder proposal submitted pursuant to Rule 14a-8

I believe this was received by you and Jennifer through other means and is incorporated in the chart of 14 SH proposals but am forwarding these from my junk file to be safe so nothing is missed.

Sent from my iPhone

Begin forwarded message:

From: Annarie Lyles [REDACTED]
Date: December 8, 2022 at 12:16:50 PM EST
To: "Morford, Craig Stephen" [REDACTED]
Subject: Shareholder proposal submitted pursuant to Rule 14a-8

External Email - Think Before You Click

Dear Mr. Morford,

Attached please find a shareholder proposal submitted pursuant to Rule 14a-8 promulgated under the Securities and Exchange Act of 1934, as amended, for inclusion in Exxon Mobil Corporation ("the Company") proxy statement for its next annual meeting of shareholders. A copy of the attached is being delivered to the Company's principal executive offices as well.

Kindly confirm receipt of this email.

Thank you,

Anna Marie Lyles



ANNA MARIE LYLES, PH. D.

December 8, 2022

**VIA HAND DELIVERY AND EMAIL TO CRAIG S. MORFORD, VICE PRESIDENT,
GENERAL COUNSEL AND SECRETARY –**

Exxon Mobil Corporation
Attention: Craig S. Morford, Vice President, General Counsel and Secretary

Re: Exxon Mobil Corporation (“ExxonMobil” or the “Company”)

Dear Mr. Morford,

In accordance with Rule 14a-8 promulgated under the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), the undersigned (the “Proponent”) submits the following proposal for presentation to the Company’s shareholders at the Company’s next annual meeting of stockholders, anticipated to be held in May 2023, or any postponement or adjournment or special meeting held in lieu thereof (the “Meeting”).

The Proponent hereby represents that the Proponent has continuously owned the amount of common stock, without par value (“Common Stock”), of the Company with the market value over \$2,000 since June 2015 and intends to continue to hold the requisite amount of Common Stock through the date of the Meeting. A letter from Charles Schwab & Co., Inc., the Proponent’s broker, confirming the above ownership will be submitted under separate cover.

The Proponent’s proposal pursuant to Rule 14a-8 of the Exchange Act (the “Proposal”) is as follows:

PROPOSAL

RESOLVED: Shareholders request an actuarial assessment, omitting confidential information and prepared at a reasonable cost, of the potential cumulative risk to Exxon Mobil Corporation (“ExxonMobil” or the “Company”) from current environment-related litigation against the Company and its affiliates.

SUPPORTING STATEMENT

Environment-related litigation poses an increasing risk to oil and gas investments. For instance, BP paid more than \$60bn in criminal and civil penalties and remediation costs following the Macondo blowout, and Shell has been ordered by a Dutch court to reduce its CO2 emissions by 45% by 2030.

In addition, we have observed a recent trend of courts cancelling energy production permits (e.g. in Australia, South Africa, Brazil), which poses a particular risk for investments in new production. These cancellations allegedly result from non-compliance with environmental laws and the incompatibility of new production with climate goals. Notably, we believe that courts may now use as a point of reference the International Energy Agency's assessment in its 2021 report Net Zero by 2050 that no new oil, gas, or thermal coal projects can be approved by relevant licensing authorities in order to meet Paris Agreement emissions goals.

These environment-related lawsuits are often lengthy and we believe that the direct and indirect risks posed to the business and shareholder value in case of losing some of these lawsuits appear substantial, and shareholders deserve proper disclosure of these risks.

Media reports indicate that ExxonMobil also faces environment-related lawsuits with potentially material impacts on the business. For example:

- Multiple climate lawsuits brought by states and attorneys general alleging failures to adequately address climate risks, an obligation to pay damages for climate harms, and misleading consumers and investors regarding greenhouse gas emissions.¹ Individually and cumulatively, losing these cases could have a direct financial and/or reputational impact on ExxonMobil.
- Multiple lawsuits alleging non-compliance with legal requirements by ExxonMobil's major investment in Guyana. A court has cut two of ExxonMobil's Guyana subsidiary's environmental permits from over 20 years to 5 years.
- Ongoing lawsuits seek cancellation of more permits, enforcement regarding safety conditions amid reports of spills, and unlimited parent company indemnities to cover the risk of a major spill that could impact many Caribbean countries. Constitutional litigation demands that Guyana's government halt oil and gas production entirely due to its alleged impact on the environment.

Clearly, ExxonMobil is not immune to risks of environment-related litigation. However, it discloses what we believe is insufficient information on these risks, leaving shareholders with an inadequate means to assess the future value of their investments. Therefore, the shareholders believe the board of directors of the Company should take the steps necessary to direct the Company to provide additional disclosure regarding these risks so that the shareholders are able to properly evaluate potential impact such risks may have on the shareholder value.

END OF PROPOSAL

¹ See e.g., City and County of Honolulu v. ExxonMobil et al. ICCV-20-0000380; Matthew Platkin Attorney-General of New Jersey v. ExxonMobil Corporation et al. MER-L-001797-22; Commonwealth of Massachusetts v. ExxonMobil Corporation No. 19-12430-WGY.

In accordance with Rule 14a-8(b)(iii) of the Exchange Act, the Proponents represents that the Proponent is able to meet with ExxonMobil via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the Proposal. The Proponent will assume that the regular business hours of the Company's principal executive offices, which are located in New Jersey, are between 9:00 a.m. and 5:30 p.m. EST, unless otherwise notified by the Company. To that end, the Proponent is available to discuss the Proposal during the following business days and at the following times by teleconference:

- Wednesday, December 21, 2022, between 9:30 a.m. and 10:30 a.m. EST
- Tuesday, December 27, 2022 through Friday, December 30, 2022, between 9:00 a.m. and 5:30 p.m. EST
- Monday, January 2, 2023 through Friday, January 6, 2023, between 9:00 a.m. and 5:30 p.m. EST

The Proponent's contact information is as follows:

Anna Marie Lyles, Ph.D.



Please notify us as soon as possible if you would like any further information or if you believe this notice is deficient in any way or if additional information is required so that the Proponent may promptly provide it to you in order to cure any deficiency.

Thank you for your time and consideration.

Sincerely,

A handwritten signature in blue ink that reads "Anna Marie Lyles".

Name: Anna Marie Lyles
Date: December 8, 2022

cc: The Board of Directors of the Company

RECEIVED

DEC 08 2022

ANNA MARIE LYLES, PH. D.
[REDACTED]

CRAIG S. MORFORD

December 8, 2022

VIA HAND DELIVERY AND EMAIL TO CRAIG S. MORFORD, VICE PRESIDENT,
GENERAL COUNSEL AND SECRETARY –
[REDACTED]

Exxon Mobil Corporation
Attention: Craig S. Morford, Vice President, General Counsel and Secretary
[REDACTED]

Re: Exxon Mobil Corporation (“ExxonMobil” or the “Company”)

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In addition, we have observed a recent trend of courts cancelling energy production permits (e.g. in Australia, South Africa, Brazil), which poses a particular risk for investments in new production. These cancellations allegedly result from non-compliance with environmental laws and the incompatibility of new production with climate goals. Notably, we believe that courts may now use as a point of reference the International Energy Agency's assessment in its 2021 report Net Zero by 2050 that no new oil, gas, or thermal coal projects can be approved by relevant licensing authorities in order to meet Paris Agreement emissions goals.

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- Multiple lawsuits alleging non-compliance with legal requirements by ExxonMobil's major investment in Guyana. A court has cut two of ExxonMobil's Guyana subsidiary's environmental permits from over 20 years to 5 years.
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END OF PROPOSAL

¹ See e.g., City and County of Honolulu v. ExxonMobil et al. ICCV-20-0000380; Matthew Platkin Attorney-General of New Jersey v. ExxonMobil Corporation et al. MER-L-001797-22; Commonwealth of Massachusetts v. ExxonMobil Corporation No. 19-12430-WGY.

In accordance with Rule 14a-8(b)(iii) of the Exchange Act, the Proponents represents that the Proponent is able to meet with ExxonMobil via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the Proposal. The Proponent will assume that the regular business hours of the Company's principal executive offices, which are located in New Jersey, are between 9:00 a.m. and 5:30 p.m. EST, unless otherwise notified by the Company. To that end, the Proponent is available to discuss the Proposal during the following business days and at the following times by teleconference:

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- Monday, January 2, 2023 through Friday, January 6, 2023, between 9:00 a.m. and 5:30 p.m. EST

The Proponent's contact information is as follows:

Anna Marie Lyles, Ph.D.



Please notify us as soon as possible if you would like any further information or if you believe this notice is deficient in any way or if additional information is required so that the Proponent may promptly provide it to you in order to cure any deficiency.

Thank you for your time and consideration.

Sincerely,

A handwritten signature in cursive script that reads "Anna Marie Lyles".

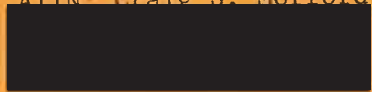
Name: Anna Marie Lyles
Date: December 8, 2022

cc: The Board of Directors of the Company

Anna Marie Lyles, PH.D.



Exxon Mobil Corporation
ATTN: Craig S. Morford, Vice President



Englande, Sherry M

From: Englande, Sherry M on behalf of Shareholder Relations /SM
Sent: Wednesday, December 21, 2022 5:06 PM
To: [REDACTED]
Subject: Shareholder Proposal Filing
Attachments: 2022-1221 Ack Ltr - Lyles.pdf; Attachments_SEC Rule 14a-8_Nov-4-2020 and SLB 14F_Oct-18-2011.pdf; Attachments_SEC Rule 14a-8_SLB 14_July-13-2001.pdf

Sent on behalf of Jennifer Driscoll:

Dear Ms. Lyles –

Please see the attached letter regarding your shareholder proposal submission.

Thank you

Sherry M. Englande
ESG Manager
Investor Relations

Exxon Mobil Corporation

[REDACTED]

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.



VIA EMAIL

December 21, 2022

Anna Marie Lyles
[REDACTED]
[REDACTED]

Dear Ms. Lyles:

Thank you for your interest in ExxonMobil. This will acknowledge receipt of the proposal concerning a report on current environment-related litigation (the "Proposal"), which you (the "Proponent") have submitted in connection with ExxonMobil's 2023 annual meeting of shareholders.

We wanted to let you know that the Proposal contains certain procedural deficiencies, which the Securities and Exchange Commission ("SEC") regulations require us to bring to your attention. Let me elaborate on them for your benefit.

Ownership Eligibility

In order to be eligible to submit a shareholder proposal, Rule 14a-8, as amended (copy enclosed), requires that each proponent must have continuously held, as of the date the proposal was submitted, at least (i) \$2,000 in market value of the company's securities entitled to vote on the proposal at the meeting for at least three years, (ii) \$15,000 in market value of the company's securities entitled to vote on the proposal at the meeting for at least two years or (iii) \$25,000 in market value of the company's securities entitled to vote on the proposal at the meeting for at least one year, for the applicable period through and including the date the shareholder proposal was submitted.

For this Proposal, the date of submission is December 8, 2022, which is the date the Proposal was received for delivery by priority mail service.

Note that the SEC rules do not permit a shareholder to aggregate the Proponent's share holdings with those of another shareholder or group of shareholders to meet the ownership eligibility requirement.

Method for Demonstrating Proof of Ownership

You do not appear in our records as a registered shareholder. Moreover, to date we have not received proof that you satisfy the ownership requirements. To remedy this deficiency, you must submit sufficient proof verifying your continuous ownership of the requisite number of ExxonMobil shares for the applicable time period preceding and including December 8, 2022.

As explained in Rule 14a-8(b) and SEC staff guidance, 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 applicable time period preceding and including December 8, 2022; 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 required holding 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 applicable time period preceding and including December 8, 2022.

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. As the SEC adopted amendments to Rule 14a-8 that became effective in 2021, please note that Staff Legal Bulletin No. 14F does not reflect those amendments and to the extent any provisions are inconsistent, Rule 14a-8 governs in all respects.

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 is available on the internet at: <https://www.dtcc.com/client-center/dtc-directories>. 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, then you need to submit a written statement from your broker or bank verifying that you continuously held the requisite number of ExxonMobil shares for the applicable time period preceding and including December 8, 2022.
- 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 applicable time period preceding and including December 8, 2022. 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 applicable period preceding and including December 8, 2022, 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.

The SEC's rules require that this deficiency we have identified be remedied, and 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 [REDACTED] or by email to [REDACTED]. The failure to correct the deficiencies within this time period will provide the company with a basis to exclude the Proposal from the company's proxy statement for the 2023 annual meeting.

You should note that, if the Proposal is not withdrawn or excluded, you or your representative, who is qualified under New Jersey law to present the Proposal on your 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 you intend for a representative to present the Proposal, you must provide documentation that specifically identifies their intended representative by name and specifically authorizes the representative to act as your proxy at the annual meeting. To be a valid proxy entitled to attend the annual meeting, the representative must have the authority to vote your 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, together with photo identification if requested, so that our counsel may verify the representative's authority to act on your 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.

I hope that's helpful to you.

Last, we are interested in discussing this Proposal and will contact you in the near future.

Sincerely,



JKD/sme

Enclosures

Englande, Sherry M

From: Microsoft Outlook
To: [REDACTED]
Sent: Wednesday, December 21, 2022 5:10 PM
Subject: Relayed: Shareholder Proposal Filing

Delivery to these recipients or groups is complete, but no delivery notification was sent by the destination server:

[REDACTED]

Subject: Shareholder Proposal Filing



Shareholder
Proposal Filing

Englande, Sherry M

From: Annarie Lyles [REDACTED]
Sent: Friday, December 30, 2022 1:09 PM
To: Shareholder Relations /SM
Cc: Morford, Craig Stephen
Subject: Shareholder Proposal Submission - documentation
Attachments: Schwab_Owner_Letter_XOM2022.pdf

Dear Ms. Jennifer Driscoll,

Attached is a written statement from Charles Schwab evidencing that I have held at least \$2,000 in market value of the company's securities entitled to vote on the proposal at the meeting for at least three years prior to the proposal's submission. As previously noted, I intend to continue to hold the requisite amount of stock through the date of the 2023 annual meeting. The attached statement confirms the validity of my submission and should be all you need, but please let me know if you have any follow-up.

With good wishes for the New Year,

Anna Marie Lyles, Ph.D.
[REDACTED]
[REDACTED]



December 19, 2022

Account # [REDACTED]

Anna Lyles
[REDACTED]

Here is the account information you requested.

Dear Anna Lyles,

I'm writing to confirm that 60 shares of Exxon Mobil Corp. (CUSIP 30231G102) are held in the above referenced account.

As of the date of this letter, shares have been continuously held in this account since June 15, 2015.

Please note: This letter is for informational purposes only and is not an official record of the account. Please refer to your statements and trade confirmations as they are the official record of your transactions.

Thank you for choosing Schwab. We appreciate your business and look forward to serving you in the future. If you have any questions, please call me or any Client Service Specialist at [REDACTED]

Sincerely,

Donte Henton

Donte Henton
Manager, Escalation Support
[REDACTED]

Englande, Sherry M

From: Englande, Sherry M on behalf of Shareholder Relations /SM
Sent: Friday, January 06, 2023 9:05 PM
To: [REDACTED]
Cc: Shareholder Engagement
Subject: Shareholder Proposal Filings
Attachments: 2023-0106 As You Sow Response Letter.pdf

Sent on behalf of Jennifer Driscoll:

Dear Ms. Fugere and Ms. Lyles –

Please see the attached letter regarding your shareholder proposal submissions.

Thank you

Sherry M. Englande
ESG Manager
Investor Relations

Exxon Mobil Corporation

[REDACTED]

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.



VIA EMAIL

January 6, 2023

As You Sow Control Group

Danielle Fugere
President & Chief Counsel
As representative for:
Andrew Behar

Anna Marie Lyles, Ph.D.

Dear Ms. Fugere and Ms. Lyles:

I am writing to you in relation to Ms. Lyles' proposal concerning a report on current environment-related litigation (the "Lyles Proposal") that you submitted on December 8, 2022, and Mr. Behar's proposal concerning an adjustment to greenhouse gas reporting (the "Behar Proposal" and, together with the Lyles Proposal, the "Proposals") that you submitted on December 5, 2022, in connection with ExxonMobil's 2023 annual meeting of shareholders. See Attachment 1 and Attachment 2 for full text of the Proposals.

Subsequent to our letter of December 21, 2022 to Ms. Lyles acknowledging receipt of the Lyles Proposal, we became aware that, in other professional capacities, your colleague refers to herself as Annarie Lyles.¹ We also learned that, as Annarie Lyles, Ms. Lyles is currently serving as a member of the board of directors and treasurer of As You Sow.² We are sending this letter now as none of these facts were apparent or disclosed in your December 8, 2022 submission of the Lyles Proposal.³ Separately, Andrew Behar is the chief executive officer of As You Sow and served in this role at the time the Behar Proposal was submitted shortly before the submission of the Lyles Proposal.

¹ See <https://www.linkedin.com/in/annarielyles>. This profile for Annarie also lists Bio-Gist Ventures, LLC. See also information for Bio-Gist Ventures, LLC, using the Anna Marie Lyles names: <https://www.allbiz.com/business/bio-gist-ventures-llc-609-497-0340> and <https://www.buzzfile.com/business/Bio~Gist-Ventures-LLC-609-497-0340>. All use the same address as the submission of [REDACTED]

² See <https://www.asyousow.org/about-us/staff/board-of-directors>.

³ We further note that, for some reason, As You Sow does not list the Lyles Proposal on its website: <https://www.asyousow.org/resolutions-tracker>. Nor was As You Sow listed or referenced in your Proposal.

On the basis of these new facts, we wanted to notify you that each of the Proposals contain a deficiency under the regulations of the Securities and Exchange Commission ("SEC"). We elaborate below for your benefit.

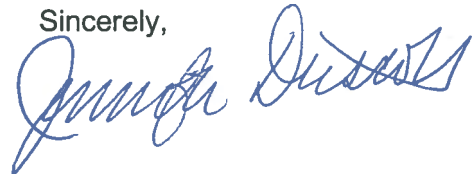
As Controlled Persons of As You Sow, Each of the Lyles Proposal and Behar Proposal has the Same Proponent as Another Proposal Submitted by Another Controlled Person of As You Sow

Rule 14a-8(c) states that each person may submit no more than one proposal to a company. This includes both direct and indirect submissions. An organization such as As You Sow may indirectly submit a proposal where the proposal is submitted by someone with whom they have a control relationship, including employment relationships.⁴ Ms. Lyles' work as a director and treasurer of As You Sow and Mr. Behar's work as chief executive officer of As You Sow each qualify as control relationships. Therefore, the submission of both of the Proposals causes each of the Lyles Proposal and Behar Proposal to violate the one-proposal limit. Therefore, one of the Proposals must be withdrawn.

We wanted to make you aware that the SEC's rules require that the deficiency we have identified be remedied, and your response 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 [REDACTED] or by email to [REDACTED]. The failure to correct the deficiencies within this time period will provide the company with a basis to exclude both Proposals from the company's proxy statement for the company's 2023 annual meeting of shareholders.

Please contact us with any questions.

Sincerely,



JKD/tlb

⁴ See final release, page 61: "[W]e note that under the final amendment, **entities and all persons under their control, including employees, will be treated as a 'person'** for purposes of the amendment." Full release: <https://www.sec.gov/rules/final/2020/34-89964.pdf>.

Attachment 1

Anna Marie Lyles Proposal

RESOLVED: Shareholders request an actuarial assessment, omitting confidential information and prepared at a reasonable cost, of the potential cumulative risk to Exxon Mobil Corporation (“ExxonMobil” or the “Company”) from current environment-related litigation against the Company and its affiliates.

SUPPORTING STATEMENT

Environment-related litigation poses an increasing risk to oil and gas investments. For instance, BP paid more than \$60bn in criminal and civil penalties and remediation costs following the Macondo blowout, and Shell has been ordered by a Dutch court to reduce its CO2 emissions by 45% by 2030.

In addition, we have observed a recent trend of courts cancelling energy production permits (e.g. in Australia, South Africa, Brazil), which poses a particular risk for investments in new production. These cancellations allegedly result from non-compliance with environmental laws and the incompatibility of new production with climate goals. Notably, we believe that courts may now use as a point of reference the International Energy Agency's assessment in its 2021 report Net Zero by 2050 that no new oil, gas, or thermal coal projects can be approved by relevant licensing authorities in order to meet Paris Agreement emissions goals.

These environment-related lawsuits are often lengthy and we believe that the direct and indirect risks posed to the business and shareholder value in case of losing some of these lawsuits appear substantial, and shareholders deserve proper disclosure of these risks.

Media reports indicate that ExxonMobil also faces environment-related lawsuits with potentially material impacts on the business. For example:

- Multiple climate lawsuits brought by states and attorneys general alleging failures to adequately address climate risks, an obligation to pay damages for climate harms, and misleading consumers and investors regarding greenhouse gas emissions.¹ Individually and cumulatively, losing these cases could have a direct financial and/or reputational impact on ExxonMobil.
- Multiple lawsuits alleging non-compliance with legal requirements by ExxonMobil's major investment in Guyana. A court has cut two of ExxonMobil's Guyana subsidiary's environmental permits from over 20 years to 5 years.
- Ongoing lawsuits seek cancellation of more permits, enforcement regarding safety conditions amid reports of spills, and unlimited parent company indemnities to cover the risk of a major spill that could impact many Caribbean countries. Constitutional litigation demands that Guyana's government halt oil and gas production entirely due to its alleged impact on the environment.

Clearly, ExxonMobil is not immune to risks of environment-related litigation. However, it discloses what we believe is insufficient information on these risks, leaving shareholders with an inadequate means to assess the future value of their investments. Therefore, the shareholders believe the board of directors of the Company should take the steps necessary to direct the Company to provide additional disclosure regarding these risks so that the shareholders are able to properly evaluate potential impact such risks may have on the shareholder value.

¹ See e.g., *City and County of Honolulu v. ExxonMobil et al.* 1CCV-20-0000380; *Matthew Platkin Attorney General of New Jersey v. ExxonMobil Corporation et al.* MER-L-001797-22; *Commonwealth of Massachusetts v. ExxonMobil Corporation* No. 19-12430-WGY.RESOL"

Attachment 2

Andrew Behar Proposal

Representative: Danielle Fugere (As You Sow President and Chief Counsel)

“WHEREAS: The economic risks associated with climate change exist in the real world rather than on company balance sheets. Transferring emissions from one company to another may reduce balance sheet emissions but does not mitigate company or stakeholder exposure to climate risk or contribute to the goal of limiting global temperature rise to 1.5 degrees Celsius. In the aggregate, upstream oil and gas assets are moving from operators with stronger climate commitments to operators with weaker climate targets and disclosures.¹

The Glasgow Financial Alliance for Net Zero states that “divestment of carbon-intensive assets can be ineffective and even lead to real-world increases in emissions.”² As such, these divestments should not be counted as emissions reductions.

To accurately account for greenhouse gas (GHG) emissions reductions, the Greenhouse Gas Protocol provides that companies should recalculate base year emissions in the event of a “transfer of ownership or control of emissions-generating activities.”³ Oil and gas industry association IPIECA similarly recommends “adjustments to the base year emissions” to account for asset divestiture, to avoid giving the appearance of “increases or decreases in emissions, when in fact. . . emissions would merely be transferred from one company to another.”⁴

Since 2016, ExxonMobil reports absolute Scope 1 and 2 emissions reductions of roughly 10% on both equity and operated bases.⁵ However, between 2017 and 2021, ExxonMobil sold more assets than any other American oil and gas company except Chevron, ranking fourth globally among sellers.⁶ It is unclear how ExxonMobil accounts for these divestitures in its emissions reporting. Therefore, shareholders cannot determine whether ExxonMobil’s reported GHG reductions are the result of operational improvements or of transferring emissions off its books.

In contrast, peer company Devon Energy recalculates its baseline when asset divestitures or investments result in “a change to its emissions baseline of 5% or higher” to ensure accuracy and comparability of emissions reporting.⁷ Devon notes that this “recalculation methodology affirms our commitment to structurally drive down emissions, rather than divesting assets as a means to achieve our ambitious emissions reduction targets.”⁸ Investors deserve the same transparency from ExxonMobil.

RESOLVED: Shareholders request that ExxonMobil, at reasonable cost and omitting proprietary information, disclose a recalculated emissions baseline that excludes the aggregated GHG emissions from material asset divestitures occurring since 2016, the year ExxonMobil uses to baseline its emissions.

SUPPORTING STATEMENT: Proponents recommend disclosing, at management’s discretion:

- The emissions associated with ExxonMobil’s material asset divestments since 2016;
- What portion, if any, of ExxonMobil’s current emissions reduction targets relies on accounting for asset transfers as emissions reductions;
- A base year emissions recalculation policy establishing a threshold for future recalculations related to divestitures.

¹ <https://business.edf.org/files/Transferred-Emissions-How-Oil-Gas-MA-Hamper-Energy-Transition.pdf> p. 4

² <https://assets.bbhub.io/company/sites/63/2021/11/GFANZ-Progress-Report.pdf> p. 52

³ <https://ghgprotocol.org/sites/default/files/standards/ghg-protocol-revised.pdf> p. 35

⁴ <https://www.ipieca.org/resources/good-practice/petroleum-industry-guidelines-for-reporting-greenhouse-gas-emissions-2nd-edition/> p. 39

⁵ <https://corporate.exxonmobil.com/-/media/global/files/advancing-climate-solutions-progress-report/2022-july-update/exxonmobil-advancing-climate-solutions-2022-progress-report.pdf?la=en&hash=3A2B299463CE50DCDD6A9595E49AC3030CFF4350>

⁶ <https://business.edf.org/files/Transferred-Emissions-How-Oil-Gas-MA-Hamper-Energy-Transition.pdf> p. 22

⁷ https://dvnweb.azureedge.net/assets/documents/Sustainability/DVN_2022_SustainabilityReport.pdf p. 20

⁸ Ibid.”

Englande, Sherry M

From: Microsoft Outlook
To: Shareholder Engagement; [REDACTED]
Sent: Friday, January 06, 2023 9:09 PM
Subject: Relayed: Shareholder Proposal Filings

Delivery to these recipients or groups is complete, but no delivery notification was sent by the destination server:

[Shareholder Engagement](#) [REDACTED]

[REDACTED]

[REDACTED]

Subject: Shareholder Proposal Filings



Shareholder
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