

January 12, 2023

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

Ladies and Gentlemen:

On behalf of Exxon Mobil Corporation, a New Jersey corporation (the “**Company**”), and in accordance with Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), we are filing this letter with respect to the shareholder proposal (the “**Proposal**”) submitted by Mercy Investment Services, Inc. (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 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 with respect to the 2023 Proxy Materials if, in reliance on Rule 14a-8(i)(10), the Company omits the Proposal.

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 with respect to the Proposal. This letter constitutes the Company’s statement of the reasons set forth herein. We have been advised by the Company as to factual matters set forth herein.

THE PROPOSAL

The Proposal states:

RESOLVED: Shareholders request that the Company issue a report evaluating the economic, human and environmental impacts of a worst-case oil spill from its operations offshore of Guyana. The report should be prepared at reasonable expense, omit proprietary or privileged information, and clarify the extent of the Company’s cleanup response commitments given the potential for severe impact on Caribbean economies.

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(i)(10) because the Company has already substantially implemented the Proposal.

The Company May Omit the Proposal Pursuant to Rule 14a-8(i)(10) Because the Proposal Has Been Substantially Implemented by the Company's Extensive Environmental Impact Assessments Related to Its Guyana Operations.

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal if the company has already substantially implemented the proposal. According to the Commission, the purpose of this rule is to “avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by management.” See Exchange Act Release No. 34-20019 (Aug. 15, 1983); Exchange Act Release No. 34-12598 (July 1976). The Commission has stated that “substantial” implementation under the rule does not require implementation in full or exactly as presented by the proponent. See Exchange Act Release No. 34-40018 (May 21, 1998, n.30).

The Staff has consistently found that “a determination that the company has substantially implemented the proposal depends upon whether [the company's] particular policies, practices and procedures compare favorably with the guidelines of the proposal.” See *Texaco, Inc.* (Mar. 28, 1991). See also, e.g. *BlackRock, Inc.* (Apr. 2, 2021); *JPMorgan Chase & Co.* (Mar. 9, 2021); *Devon Energy Corp.* (Apr. 1, 2020); *Johnson & Johnson* (Jan. 31, 2020); *Pfizer Inc.* (Jan. 31, 2020); *The Allstate Corp.* (Mar. 15, 2019); *Johnson & Johnson* (Feb. 6, 2019); *United Cont'l Holdings, Inc.* (Apr. 13, 2018); *eBay Inc.* (Mar. 29, 2018); *Kewaunee Scientific Corp.* (May 31, 2017); and *Wal-Mart Stores, Inc.* (Mar. 16, 2017).

Further, the Staff has provided no-action relief under Rule 14a-8(i)(10) when a company has substantially implemented and therefore satisfied the “essential objective” of a proposal, even if the company did not take the exact action requested by the proponent, did not implement the proposal in every detail, or exercised discretion in determining how to implement the proposal. See *IDACORP Inc.* (Apr. 1, 2022) (proposal requesting a report disclosing short-, medium- and long-term greenhouse gas targets aligned with the Paris Agreement, where the company's ESG Report already disclosed targets); *Exxon Mobil Corp.* (Mar. 9, 2021) (proposal requesting a report on the risk of stranded assets related to environmental impacts of its petrochemical investments, where the company had already published a report addressing the same matters); *Chevron Corp.* (Mar. 20, 2020) (proposal requesting a report describing the company's plans to reduce its total contribution to climate change and align its operations and investments with the Paris Agreement, where the company had already published a report addressing the same matters).

The essential objective of the Proposal is for the Company to conduct an evaluation and issue a report assessing the economic, human and environmental impacts of a worst-case oil spill from its operations offshore of Guyana. The Company has already developed detailed plans, conducted extensive evaluations and issued an environmental impact assessment related to each of its development projects in Guyana (each individually, a “**Report**”, and collectively, the “**Reports**”), which directly address the potential economic, human and environmental impacts of what is termed a “worst-case discharge scenario” from its operations offshore of Guyana. Taking into account “adverse assumptions” as requested by the Proposal, the Reports define a worst-case discharge scenario in accordance with the U.S. Bureau of Ocean Energy Management's definition: the single highest daily flow rate of liquid hydrocarbon during an uncontrolled wellbore flow event.

In each case, a Report includes an extensive evaluation on the potential economic, human and environmental impact of a worst-case discharge with respect to the project, and each Report is sufficiently detailed so that the Reports, taken as a whole, then ultimately cover such impacts with respect to all of the Company's operations offshore of Guyana. The Reports are all publicly available via a link, located on the Company's dedicated webpage to its “Environmental Efforts in Guyana” (the “**Company Website**”)¹, to the

¹ <https://corporate.exxonmobil.com/locations/guyana/environmental-efforts-in-guyana>.

section of the Guyana Environmental Protection Authority’s website that has posted all of the Report. The Company Website also provides a brief overview of these environmental efforts.

As just one representative example of the Company’s existing, extensive public reporting, the Company has publicly issued an environmental impact assessment of its Payara development project that addresses a wide variety of potential unplanned events, including an offshore oil spill (defined as a “**Marine Oil Spill**” in this document). All three volumes of the Payara environmental impact assessment (the “**Payara Report**”) are publicly available and posted directly on the Company Website along with certain other key Reports and the Company’s Oil Spill Response Plan for Guyana Operations, which covers all of its operations in Guyana. In particular, Section 9 of the Payara Report is publicly available on the Company Website as part of “Volume I of the July 2020 Payara EIA,” beginning on page 9-1 (or page 889 of the linked PDF).² This section is an illustrative example of the information contained in the Reports that directly addresses the requests in the Proposal.

The information in the Payara Report is substantially comparable to the other Reports in terms of addressing the Proposal. The table below illustrates in detail how the Payara Report compares favorably with the guidelines of the Proposal. Since the Payara Report is substantially comparable to the other Reports, this shows that the Reports collectively compare favorably with the guidelines of the Proposal.

Proposal Language	Current Implementation in Payara Report	Pages of the Payara Report
Public Report.		
“Shareholders request that the Company issue a report...”	The Company has issued the Payara Environmental Impact Assessment, which is publicly available on the Guyana EPA’s website and the Company Website.	N/A
Economic Impact. These sections of the Payara Report describe the potential impact on socioeconomic conditions, employment and livelihood, marine use, transportation, waste management infrastructure, use of land and ecosystem services, all of which are potential economic effects of a worst-case oil spill scenario.		
“...evaluating the economic [impact]...”	<u>Section 9.15.- Socioeconomic Conditions/ Employment and Livelihoods:</u> describes the potential result of a marine oil spill, a coastal oil spill and a collision between a project vessel and a non-project vessel on the socioeconomic conditions and employment and livelihood of individuals in Guyana. The report specifies that oil spills could result in decreased fishery and/or coastal agricultural yields and could potentially impact the fishery and agriculture sectors that currently account for a large part of Guyana’s gross domestic product. Section 9.15. of the Payara Report also includes an assessment of the economic impact of different types of hypothetical spills (including worst-case scenarios for each of them).	9-170 to 9-177

² https://corporate.exxonmobil.com/-/media/global/files/locations/guyana-operations/eevgl-payara-eia-volume-i_eis-eia_july-2020_rev-4.pdf?la=en&hash=C524E9BD1074B674430228DA39F621A3F1B90375.

Proposal Language	Current Implementation in Payara Report		Pages of the Payara Report
	<p><u>Section 9.17.- Marine Use and Transportation</u>: describes the potential for measurable impacts on marine use and transportation from oil spills. This section includes the potential impact to fishing as a commercial and subsistence activity and aquatic transportation as the only method of transportation available for part of Guyana's population.</p>		9-183 to 9-186
	<p><u>Section 9.19.- Waste Management and Infrastructure Capacity</u>: evaluates how an oil spill (including a worst-case scenario) would impact waste management infrastructure. This section describes that a worst-case scenario would have a potential impact on marine biota, marine geology and sediments and marine water, but would not be expected to result in a material increase in waste generation. The report includes the Company's plan to manage the potential waste in case of an oil spill.</p>		9-190 to 9-193
	<p><u>Section 9.21.- Land Use</u>: in case there is an unplanned marine and/or coastal spill, it describes that the only scenario where an oil spill would affect land use is if it affects a portion of the shoreline being used for agriculture purposes or where it could indirectly result in adverse impacts on land drainage.</p>		9-197 to 9-200
	<p><u>Section 9.22.- Ecosystem Services</u>: discusses the impact of an oil spill on the ecosystem services. The report describes the potential impact of an oil spill on fisheries and agriculture (which are still among the top contributors to Guyana's GDP), on aquatic transportation systems and trade and on recreation, leisure and tourism, among others.</p>		9-201 to 9-211
<p>Human Impact. These sections of the Payara Report describe the potential impact on healthcare infrastructure, on cultural heritage, on indigenous peoples and on community health and well-being, including the potential harm to public health, as requested in the supporting statement of the Proposal. All these potential impacts are regarded as human impact of a worst-case oil spill scenario.</p>			
<p>"...human [impact]..."</p>	<p><u>Generally</u></p>	<p><u>Section 9.18.- Social Infrastructure and Services</u>: reports that a potential oil spill would result in a burdening of healthcare infrastructure if medical service is required, but the burden would not be expected to overwhelm the existing capacity of Georgetown.</p>	9-186 to 9-189

Proposal Language	Current Implementation in Payara Report		Pages of the Payara Report
		<p><u>Section 9.20.- Cultural Heritage:</u> reports the potential loss of cultural and underwater cultural heritage as a result of unplanned events. The report adds that there are several archaeological sites along the Guyana coast and that a potential oil spill (including a worst-case scenario) would marginally impact the coastal cultural heritage.</p>	9-194 to 9-196
		<p><u>Section 9.23.- Indigenous Peoples:</u> reports the potential impact of an oil spill scenario on indigenous peoples. Since these communities rely on the coastal habitats for subsistence and livelihoods, a potential oil spill has the potential of highly impacting coastal indigenous communities, if unmitigated.</p>	9-211 to 9-213
	<p><u>To Public Health</u></p>	<p><u>Section 9.16.- Community Health and Wellbeing:</u> describes the potential impacts of these various scenarios, including different types of oil spills, on community health and well-being. The potential of a high impact on the health of affected coastal communities, as described in the report, is due to (i) their dependence on the coastal environment for subsistence and income and the use of rivers for transportation and daily household activities, such as washing and bathing, (ii) the high rate of poverty and (iii) the current health challenges faced by the coastal population in Guyana.</p>	9-177 to 9-183
<p>Environmental Impact. These sections of the Payara Report describe the potential environmental impact of a worst-case oil spill scenario, including the potential harm to marine ecosystems, as requested in the supporting statement of the Proposal.</p>			
<p><i>“...and environmental impacts...”</i></p>	<p><u>Generally</u></p>	<p><u>Section 9.2.- Air Quality and Climate:</u> evaluates the potential impact to air quality or climate of an oil spill. The report considers that the potential for potentially harmful concentrations of air contaminants reaching the Guyana</p>	9-104 to 9-107

Proposal Language	Current Implementation in Payara Report		Pages of the Payara Report
		coastline to be very low, even for large spills. On the potential climate impact, the report adds that there is a risk of a very small increase in greenhouse gas emissions.	
		<u>Section 9.5. - Protected Areas and Special Section Status Species:</u> describes the potential risks of unplanned events on marine mammals, riverine mammals and marine turtles.	9-113 to 9-123
		<u>Section 9.6.- Coastal Habitats:</u> describes the potential risks of unplanned events on coastal habitats, including mangroves and vegetated low banks.	9-123 to 9-127
		<u>Section 9.7.- Coastal Wildlife:</u> describes the potential risks of unplanned events on coastal wildlife such as coastal birds and fish.	9-127 to 9-131
		<u>Section 9.8.- Seabirds:</u> describes the potential risks of unplanned events on seabirds.	9-131 to 9-138
		<u>Section 9.10.- Riverine Mammals:</u> describes the potential risks of unplanned events on riverine mammals.	9-144 to 9-148
		<u>To Marine Ecosystems</u> <u>Section 9.3.- Marine Geology and Sediments:</u> describes the potential risks of unplanned events on marine water sediments and seafloor.	9-107 to 9-109
		<u>Section 9.4.- Marine Water Quality:</u> describes the potential risks of unplanned events on marine water quality.	9-109 to 9-113
		<u>Section 9.9.- Marine Mammals:</u> describes the potential risks of unplanned events on marine mammals.	9-138 to 9-143

Proposal Language	Current Implementation in Payara Report		Pages of the Payara Report
		<u>Section 9.11.- Marine Turtles:</u> describes the potential risks of unplanned events on marine turtles.	9-148 to 9-153
		<u>Section 9.12.- Marine Fish:</u> describes the potential risks of unplanned events on marine fish.	9-153 to 9-159
		<u>Section 9.13.- Marine Benthos:</u> describes the potential risks of unplanned events on marine benthos and benthic organisms.	9-160 to 9-163
		<u>Section 9.14.- Ecological Balance and Ecosystems:</u> describes the potential risks of unplanned events on the ecological balance and ecosystems.	9-163 to 9-170
<p>Worst-Case Scenarios. The supporting statement of the Proposal notes that a “worst-case” analysis should use adverse assumptions such as extended duration and uncontrolled release, severe weather conditions and increased flows. As described below, all of these considerations are addressed in the Payara Report.</p>			
<p>“...of a worst-case oil spill from its operations offshore of Guyana.”</p>	<u>Generally</u>	<u>Section 9.1.</u> The Payara Report defines a worst-case oil spill as a “worst-case discharge scenario” for a Marine Oil Spill (“WCD”). The report also includes a wide variety of other potential oil spill scenarios such as coastal spills and spill resulting from collisions. All the potential scenarios, including a WCD, are included in Section 9.1. of the Payara Report.	9-1 to 9-103
		<u>Section 9.24.- Transboundary Impacts:</u> describes potential transboundary impacts to the broader Caribbean region	9-214 to 9-224
	<u>Extended Duration</u>	<u>Section 9.1.</u> The Scenario Maps in this section provide extensive modeling of discharges lasting 10, 30, 45 and 54 days under a variety of circumstances	9-14 to 9-80
	<u>Uncontrolled Release</u>	<u>Section 9.1.</u> The Scenario Maps in this section provide numerous models of unmitigated WCD scenarios under a variety of circumstances, which assume	9-14 to 9-80

Proposal Language	Current Implementation in Payara Report		Pages of the Payara Report
		that no mitigating efforts or flow restrictions are implemented to control the release.	
	<u>Severe Weather</u>	<u>Sections 9.1.2., 9.1.3 and 9.1.4.</u> These sections describe how weather and natural conditions can impact the behavior of an oil spill. The Payara Report also includes seasonal differences between winter and summer.	9-11 to 9-16
	<u>Flow Rate</u>	<u>Section 9.1.1.9.</u> This section mentions that the WCD values represent an open well condition in which no flow restriction or well control technologies are in operation.	9-6 to 9-11
Cleanup Response Commitments.			
<i>“...and clarify the extent of the Company’s cleanup response commitments given the potential for severe impact on Caribbean economies.”</i>	The Company’s cleanup response commitments are detailed extensively in its Oil Spill Response Plan for Guyana Operations, which is part of Volume III of the Payara Report, with the most recent version available on the Company Website. The cleanup response commitment is described in Section 7 of Volume III of the Payara Report.		Oil Spill Response Plan for Guyana Operations.

As illustrated in detail, the Reports, as exemplified by the Payara Report (which is substantially comparable to the other Reports), meet the essential objective of the Proposal, which is to evaluate and issue a report on the economic, human and environmental impacts of a worst-case oil spill from its operations offshore of Guyana. Because the extensive evaluations contained in the Reports compare favorably with, and thus substantially implement, the guidelines of the Proposal, the Company believes that the Proposal may be omitted from the Company’s 2023 Proxy Materials pursuant to Rule 14a-8(i)(10).

CONCLUSION

For the reasons set forth above, the Company believes that the Proposal may be excluded from the Company’s 2023 Proxy Materials pursuant to Rule 14a-8(i)(10). 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 to contact James E. Parsons, the Company's Executive Counsel, at james.e.parsons@exxonmobil.com or (972) 940-6211, if we may be of any further assistance in this matter.

Respectfully yours,



Louis Goldberg

Attachment

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

Mary Minette, Mercy Investment Services, Inc.

Proposal

WHEREAS: ExxonMobil operates one of the largest oil plays discovered in the past decade, offshore of the South American country Guyana. After discovering oil in 2015, development proceeded rapidly. Production began in 2019, ¹with capacity expected to exceed one million bpd by 2030.²



CEO Darren Woods admitted ExxonMobil is exceeding design capacity for production in two offshore projects in Guyana.³ Production in one project has reached 150,000 bpd, clearly above its listed peak production safety threshold of 120,000 bpd⁴, raising concerns among observers.⁵ A former director of Guyana's environmental protection agency called this "unheard of" and stated ExxonMobil is "without a conscience and ruthlessly taking advantage of an abysmal EPA and weak Government" in Guyana.⁶ Other safety concerns include gas compressor failures resulting in fines exceeding US\$10 million.⁷

Caribbean countries rely on tourism and fishing industries to support their economies,⁸ yet ExxonMobil's Environmental Impact Assessment (EIA) characterizes residual risk to employment as minor and assumes that a large oil spill is unlikely.⁹

¹ https://corporate.exxonmobil.com/news/newsroom/news-releases/2022/0211_exxonmobil-starts-production-at-guyanas-second-offshore-development.

² <https://newsroom.gy/2022/10/26/with-new-discoveries-oil-production-to-exceed-1-million-barrels-per-day-by-2030/>

³ <https://fool.com/earnings/call-transcripts/2022/10/28/exxonmobil-xom-q3-2022-earnings-call-transcript/>

⁴ Liza Phase I EIA, p.38

⁵ <https://www.kaieteurnews.com/2022/11/02/exxonmobil-ruthlessly-taking-advantage-of-slack-govt-abysmal-epa-by-violating-safe-production-limits-dr-adams/>

⁶ <https://www.kaieteurnews.com/2022/11/02/exxonmobil-ruthlessly-taking-advantage-of-slack-govt-abysmal-epa-by-violating-safe-production-limits-dr-adams/>

⁷ <https://demearawaves.com/2022/07/26/exxonmobil-racks-up-us-10-million-flaring-fine-installes-new-flash-gas-compressor-increases-liza-destinys-daily-output/>

⁸ <https://www.fao.org/3/ax904e.pdf>

⁹ Payara EIA, Volume I, p. 1,002.

The BP Macondo oil spill released millions of barrels of oil into the Gulf of Mexico over 87 days and created a 57,500 square mile oil slick, exemplifying the risks of deep-water drilling.¹⁰ BP stock plummeted 52% over two months.¹¹ Robert Bea, an expert on the Macondo spill, warns ExxonMobil shows “ignorance of risk management fundamentals” in its Guyana operations and mirrors overconfidence preceding the Macondo disaster.¹² The most severe spill scenario in ExxonMobil's EIA accounts for only a 30-day spill.¹³

President of Esso Exploration and Guyana Limited, Alistair Routledge, has stated “there is no limit” to what ExxonMobil would do in response to an oil spill. ExxonMobil's responsibility and potential liability are of concern to investors.

RESOLVED: Shareholders request that the Company issue a report evaluating the economic, human, and environmental impacts of a worst-case oil spill from its operations offshore of Guyana. The report should be prepared at reasonable expense, omit proprietary or privileged information, and clarify the extent of the Company's cleanup response commitments given the potential for severe impact on Caribbean economies.

Supporting Statement: A “worst-case” should use adverse assumptions such as an extended duration of an uncontrolled release similar to the BP spill,¹⁴ severe weather conditions, increased flow including risks from operating beyond the production thresholds in the EIA, and potential harm to marine ecosystems and public health.

¹⁰ <https://www.britannica.com/event/Deepwater-Horizon-oil-spill>; See also <https://www.epa.gov/enforcement/deepwater-horizon-bp-gulf-mexico-oil-spill#text=4%20million%20barrels%20of%20oil,be%20responsible%20for%20the%20spill>.

¹¹ https://ruoney.cnn.com/2010/06/24/news/companies/BP_stock_price/index.htm

¹² <https://www.theguardian.com/environment/2021/aug/17/exxon-oil-drilling-guyana-disaster-risk>

¹³ Payara EIA, Volume I, p. 839

¹⁴ Newsroom Interview, <https://www.facebook.com/watch/?v=1758505224495143>