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

DIVISION OF
CORPORATION FINANCE

March 20, 2024

Louis Goldberg
Davis Polk & Wardwell LLP

Re: Exxon Mobil Corporation (the "Company")
Incoming letter dated January 21, 2024

Dear Louis Goldberg:

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

The Proposal requests that the Company issue an annual report of the incurred costs and associated significant and actual benefits that have accrued to security holders from the Company's activities related to its "ambition for net zero greenhouse gas emissions by 2050" that are voluntary, exceeding U.S. and foreign regulatory requirements.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(i)(12)(ii). In this regard, we note that the Proposal addresses substantially the same subject matter as proposals previously included in the Company's 2021 and 2020 proxy materials, and that the 2021 proposal received less than 15% of votes cast. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rule 14a-8(i)(12)(ii).

Copies of all of the correspondence on which this response is based will be made available on our website at https://www.sec.gov/corpfin/2023-2024-shareholder-proposals-no-action.

Sincerely,

Rule 14a-8 Review Team

cc: William Hild

Davis Polk

Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
davispolk.com

January 21, 2024

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

RE: Exxon Mobil Corporation
Exclusion of Shareholder Proposal – William Hild
Securities Exchange Act of 1934 – Rule 14a-8

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 William Hild (the "**Proponent**") for inclusion in the proxy materials the Company intends to distribute in connection with its 2024 Annual Meeting of Shareholders (the "**2024 Proxy Materials**"). The Proposal is attached hereto as Exhibit A.

We hereby request confirmation that the Staff of the Division of Corporation Finance (the "**Staff**") will not recommend any enforcement action if, in reliance on Rule 14a-8, the Company omits the Proposal from the 2024 Proxy Materials.

In accordance with relevant Staff guidance, we are submitting this letter and its attachments to the Staff through the Staff's online Shareholder Proposal Form. 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 2024 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, beginning in 2024, ExxonMobil issue an annual report of the incurred costs and associated significant and actual benefits that have accrued to shareholders from ExxonMobil's activities related to its "ambition for net zero greenhouse gas emissions by 2050" that are voluntary, exceeding U.S. and foreign regulatory requirements. The report should be prepared at reasonable expense, omit proprietary or privileged information, and clarify the cost to ExxonMobil in capital expenditures, personnel salaries, and all additional expenses of pursuing "net zero greenhouse gas emissions by 2050" where such accomplishment is not compulsory by law for ExxonMobil or related industries.

REASON FOR EXCLUSION OF THE PROPOSAL

The Proposal May Be Excluded under Rule 14a-8(i)(12) Because It Deals with Substantially The Same Subject Matter As At Least Two Proposals Previously Submitted Within The Last Five Years

The Company believes that the Proposal may be properly omitted from the 2024 Proxy Materials pursuant to Rule 14a-8(i)(12) because the Proposal deals with substantially the same subject matter as prior proposals that have been included in the Company's proxy materials and voted on two times within the preceding five calendar years, and the most recent vote on such prior proposal, at the Company's 2023 Annual Meeting of Shareholders, was less than 15% of the votes cast (the "**2023 Annual Meeting**").

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

> "If the proposal addresses substantially the same subject matter as a proposal, or proposals, previously included in the company's proxy materials within the preceding five calendar years if the most recent vote occurred within the preceding three calendar years and the most recent vote was… (ii) Less than 15 percent of the votes cast if previously voted on twice."

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

The Proposal's subject matter is a request that the Board prepare annual reports on the costs and benefits that have accrued to shareholders from the Company's voluntary activities in achieving net zero greenhouse gas emissions by 2050. The Proposal's scope involves the same substantive concerns as prior shareholder proposals that were submitted and voted on at the Company's annual meetings held in 2021 and 2020 (respectively, the "**2021 Proposal**" and the "**2020 Proposal**," and collectively, the "**Prior Proposals**"). The full text of the 2021 Proposal and the 2020 Proposal are attached hereto as Exhibit B and Exhibit C, respectively.

The resolved clause of the Proposal uses highly similar language and essentially requests the same action of the Company as each of the Prior Proposals. Although the supporting statements in the Proposal and the Prior Proposals have certain differences, each proposal fundamentally focuses on asking the Company for an annual report on the costs and benefits resulting from the Company's voluntary (i.e., not legally required) climate-related actions. Below is a summary chart comparing the language of the resolved clause of the Proposal to that of the Prior Proposals.

Proposal	**2021 Proposal**	**2020 Proposal**
RESOLVED: Shareholders request that, beginning in 2024, ExxonMobil issue an annual report of the incurred costs and associated significant and actual benefits that have accrued to shareholders from ExxonMobil's activities related to its "ambition for net zero greenhouse gas emissions by 2050" that are voluntary, exceeding U.S. and	RESOLVED: Shareholders request that, beginning in ~~2024~~2021, ExxonMobil ~~issue~~publish an annual report of the incurred costs and associated significant and actual benefits that have accrued to shareholders ~~from ExxonMobil's activities related to its "ambition for net zero greenhouse gas emissions by 2050"~~, the public health and the	RESOLVED: Shareholders request that, beginning in ~~2024~~2020, ExxonMobil ~~issue~~publish an annual report of the incurred costs and associated significant and actual benefits that have accrued to shareholders ~~from ExxonMobil's activities related to its "ambition for net zero greenhouse gas emissions by 2050"~~, the public health and the

foreign regulatory requirements. The report should be prepared at reasonable expense, omit proprietary or privileged information, and clarify the cost to ExxonMobil in capital expenditures, personnel salaries, and all additional expenses of pursuing “net zero greenhouse gas emissions by 2050” where such accomplishment is not compulsory by law for ExxonMobil or related industries.	environment, including the global climate, from the company's environment-related activities that are voluntary~~, exceeding~~ and that exceed U.S. and foreign compliance and regulatory requirements. The report should be prepared at reasonable ~~expense,~~cost and omit proprietary ~~or privileged~~ information~~, and clarify the cost to ExxonMobil in capital expenditures, personnel salaries, and all additional expenses of pursuing “net zero greenhouse gas emissions by 2050” where such accomplishment is not compulsory by law for ExxonMobil or related industries.~~.	environment, including the global climate, from the company's environment-related activities that are voluntary~~, exceeding~~ and that exceed U.S. and foreign compliance and regulatory requirements. The report should be prepared at reasonable ~~expense,~~cost and omit proprietary ~~or privileged~~ information~~, and clarify the cost to ExxonMobil in capital expenditures, personnel salaries, and all additional expenses of pursuing “net zero greenhouse gas emissions by 2050” where such accomplishment is not compulsory by law for ExxonMobil or related industries.~~.

The Proposal and the Prior Proposals Use Highly Similar Language to Request a Report on Environmental Expenditures.

As the chart above demonstrates, the resolved clause of the Proposal contains a few non-substantive differences from those of the Prior Proposals, which are nearly identical to one another. For example, the Proposal additionally targets the Company’s activities related to its stated goal of achieving “net zero greenhouse gas emissions by 2050.” However, those activities are encompassed within the larger umbrella of “environment-related activities” covered by the Prior Proposals. Furthermore, these distinctions in the wording simply contextualize each proposal in the year that it was submitted as to the issues that the Proponent believed to be relevant in that year, and do not change the substantive concern of the Proposal and the Prior Proposals, as demonstrated by the continuity of language among all three proposals.

The Proposal and the Prior Proposals Also Share the Same Substantive Concerns

- All three proposals request that the Company issue an annual report of the costs and benefits to shareholders from the Company’s environment-related activities that are voluntary and exceed U.S. and foreign regulatory requirements.

- The Proposal’s emphasis on the Company’s “ambition for net zero greenhouse gas emissions by 2050” echoes the Prior Proposals’ emphasis on other large voluntary emissions reduction and environment-related activities undertaken by the Company. For example, the 2021 Proposal cites the Company’s $8 billion investment in research and development of low-carbon technologies, such as “algae biofuels, biodiesels from agricultural waste and carbonate fuel cells,” despite being “10-plus years away” from deploying such technologies at scale (the Company believes that such technologies are critical in reaching net zero by 2050). The 2020 Proposal notes that the Company has spent $9 billion since 2000 to reduce carbon emissions and address the risks of climate change (both of which are part of the Company’s 2050 net zero ambitions), despite selling products that, “when burned by consumers, emit almost 30 times more” carbon dioxide. Furthermore, all of the proposals direct attention to these projects in order to criticize the ambitious nature of the Company’s aspirations, which allegedly will not produce immediate benefits for shareholders.

- All three proposals are concerned with the cost associated with the Company’s voluntary emissions reduction and environment-related activities, citing as examples the amounts that the Company has spent in connection with its goal of achieving “net zero greenhouse gas emissions,” such as researching and developing low-carbon technologies or “protecting the environment and addressing the risks of climate change.”

Not only are the proposals concerned with the costs attributable to these projects, but also the potential wasting of corporate assets.

- All three proposals intimate that the purported benefits of the Company's voluntary environment-related activities are not in the best interest of shareholders in terms of maximizing profits, questioning the "profitability" of investments and "pecuniary returns." For example, the Proposal emphasizes that the Company's pursuit of net zero greenhouse gas emissions by 2050 is dependent on the enactment of new government policies and regulations and instead is just to pursue a "merit good." Similarly, the Prior Proposals suggest that the Company's expenditures on environment-related projects will result in no benefit, other than a purported improvement to the Company's public image. The 2021 Proposal cites to the Company supported research related to reducing greenhouse emissions that may not have any tangible or meaningful benefits for profits, other than the boost to the Company's public image. The 2020 Proposal, too, notes that the Company reported it had reduced its operational emissions by an average of 20 million tons annually since 2000, and accuses the Company of "insincere 'green' posturing and associated touting of hypothetical or imaginary benefits…". All three proposals are concerned with the alleged lack of meaningful benefits to shareholders from these climate-related corporate actions.

- All three proposals are concerned with providing more transparency to investors around the costs and benefits of the Company's voluntary environment-related activities. The Proposal states that shareholders lack "clear understanding of how much money, time, and focus is being spent on voluntary greenhouse gas emission targets" and requests that the Company clarify "the cost to ExxonMobil in capital expenditures, personnel salaries, and all additional expenses" related to their goal for net zero greenhouse gas emissions. The 2021 Proposal states that "ExxonMobil should report to shareholders what are the actual benefits being produced" by its environment-related activities. The 2020 Proposal also requests that the Company disclose "actual and significant cost-benefit details" behind their emission reduction activities.

- Finally, all three proposals allege that the Company is more interested only in public relations, rather than achieving returns for shareholders. For example, the Proposal suggests that the Company's stated goal of achieving net zero carbon emissions is a way to garner public approval. Similarly, the Prior Proposals state that the Company may be engaging in "greenwashing" in order to appear committed to decarbonization and playing "an essential role in protecting the environment and addressing the risks of climate change."

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

The most recent of these Prior Proposals was submitted and voted on at the 2021 Annual Meeting. According to the Company's Form 8-K filed on June 21, 2021, there were 146,891,373 votes cast "for" the 2021 Proposal and 2,640,966,303 votes cast "against" the 2021 Proposal. There were also 55,211,065 "abstentions." The Form 8-K is attached hereto as Exhibit D and is also available at https://www.sec.gov/ix?doc=/Archives/edgar/data/0000034088/000003408821000037/xom-20210526.htm. As described in Section F.4 of the Division of Corporation Finance: Staff Legal Bulletin No. 14 (Jul. 13, 2001), only votes cast "for" and "against" a proposal are included in the calculation of the shareholder vote on a proposal for purposes of Rule 14a-8. The percentage of shares voting "for" the

Proposal at the 2021 Annual Meeting thus constituted 5.3% of the total votes cast on the 2021 Proposal, which is below the 15% threshold established in Rule 14a-8(i)(12)(ii) for a proposal that has been proposed two times within the preceding five calendar years.

CONCLUSION

For the reasons set forth above, the Company believes that the Proposal may be excluded from its 2024 Proxy Materials pursuant to Rule 14a-8(i)(12). The Company respectfully requests the Staff's concurrence with its decision to exclude the Proposal from its 2024 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
William Hild

Exhibit A

Proposal

WHEREAS, ExxonMobil has committed to achieving net zero greenhouse gas emissions by 2050 and has made billions in capital investments it admits will only be profitable if policies mandating net zero greenhouse gas emissions are enacted;

WHEREAS, policies sufficient to assure the profitability of these investments over the life of the assets have not been enacted and any stated intent by elected officials to enact such policies are subject to the checks and balances of elections in the US and abroad;

WHEREAS, shareholders have a material interest in understanding the costs associated with pursuing such goals voluntarily;

RESOLVED:

Shareholders request that, beginning in 2024, ExxonMobil issue an annual report of the incurred costs and associated significant and actual benefits that have accrued to shareholders from ExxonMobil's activities related to its "ambition for net zero greenhouse gas emissions by 2050" that are voluntary, exceeding U.S. and foreign regulatory requirements. The report should be prepared at reasonable expense, omit proprietary or privileged information, and clarify the cost to ExxonMobil in capital expenditures, personnel salaries, and all additional expenses of pursuing "net zero greenhouse gas emissions by 2050" where such accomplishment is not compulsory by law for ExxonMobil or related industries.

Supporting Statement:

Since adopting its "ambition for net zero greenhouse gas emissions by 2050" ExxonMobil has made significant investments and operational adjustments to achieve this "ambition." This includes a recent $4.9 billion acquisition of Denbury to "expand [ExxonMobil's] low-carbon leadership" and supposedly position it to "meet the decarbonization needs of industrial consumers while reducing emissions" in ExxonMobil's own operations. ExxonMobil admits that the profitability of such investments compared to its operations without the "ambition" is dependent on the enactment of new government policies.

The report is especially necessary when considering that at least 5 of ExxonMobil's directors were elected after nomination by activist shareholders whose stated goal was to pressure ExxonMobil to pursue net zero as a merit good, at least in part, aside from pecuniary returns to ExxonMobil. One of those directors, Jeff Ubben, stated in an interview that investors needed to "get punched in the face" regarding any opposition they have to his vision for ExxonMobil's greenhouse gas targets and its effect on profits.

CEO Darren Woods has made statements suggesting that he operates ExxonMobil with dual motives. In a CNBC interview he stated that he works to "generate a return while meeting these other objectives" and that he "doesn't have the luxury of picking" between achieving net zero and maximizing shareholder returns.

The increasingly muddled focus of ExxonMobil means shareholders are without clear understanding of how much money, time, and focus is being spent on voluntary greenhouse gas emission targets and how much of ExxonMobil's profitability relies on new regulations. An annual report on these costs is necessary for shareholders to judge the merits of the directors' vision for ExxonMobil and their performance.

Exhibit B

2021 Proposal

Greenwashing Audit

Resolved:

Shareholders request that, beginning in 2021, ExxonMobil publish an annual report of the incurred costs and associated significant and actual benefits that have accrued to shareholders, the public health and the environment, including the global climate, from the company's environment-related activities that are voluntary and that exceed U.S. and foreign compliance and regulatory requirements. The report should be prepared at reasonable cost and omit proprietary information.

Supporting Statement:

The resolution is intended to help shareholders monitor and evaluate whether the company's voluntary activities and expenditures touted as protecting the public health and environment are producing actual and meaningful benefits to shareholders, the public health and the environment, including global climate.

Corporate managements sometimes engage in the practice of "greenwashing," which is defined as the expenditure of shareholder assets on ostensibly environment-related activities but possibly undertaken merely for the purpose of improving the company's or management's public image. Such insincere "green" posturing and associated touting of hypothetical or imaginary benefits to public health and the environment may harm shareholders by wasting corporate assets, and deceiving shareholders and the public by accomplishing nothing real and significant for the public health and environment.

For example, amid global warming hysteria in 2002, ExxonMobil publicly announced it would provide Stanford University with $100 million over 10 years for the purpose of "researching new options for commercially viable, technological systems for energy supply and use which have the capability to substantially reduce greenhouse emissions," according to a November 19, 2002 media release. On what was the money actually spent? What actual progress was made? What were the meaningful benefits produced?

ExxonMobil spends $1 billion per year and has spent $8 billion since 2000 researching, developing, and deploying allegedly low-carbon technologies (including algae biofuels, biodiesel from agricultural waste and carbonate fuel cells) according to a November 3, 2017 Bloomberg News report. ExxonMobil touts its algae activities in paid television advertisements. But what are the actual benefits to shareholders, the public health and the environment of the money spent? By how much, for example, has any of these activities reduced, or can be expected to reduce, climate change?

"We are still 10-plus years away" from deploying algae biofuels and carbonate fuel at scale, a company official told Bloomberg. With many years already invested in algae biofuels and 10-plus years to go, shareholders should be concerned about the viability and sincerity of these touted-as-green and feel-good corporate endeavors.

The information requested by this proposal is not already contained in any ExxonMobil report, including its annual corporate citizenship report which, since it contains none of the actual and significant cost-benefits detail requested here, may itself be reasonably suspected of being an example of don't-look-behind-the-curtain corporate green propaganda.

ExxonMobil should report to shareholders what are the actual benefits being produced by its voluntary and highly touted environmental activities. Are they real and worthwhile, or just greenwashing?

Exhibit C

2020 Proposal

Greenwashing Audit

Resolved:

Shareholders request that, beginning in 2020, ExxonMobil publish an annual report of the incurred costs and associated significant and actual benefits that have accrued to shareholders, the public health and the environment, including the global climate, from the company's environment-related activities that are voluntary and that exceed U.S. and foreign compliance and regulatory requirements. The report should be prepared at reasonable cost and omit proprietary information.

Supporting Statement:

The resolution is intended to help shareholders monitor and evaluate whether the company's voluntary activities and expenditures touted as protecting the public health and environment are producing actual and meaningful benefits to shareholders, the public health and the environment, including global climate.

Corporate managements sometimes engage in the practice of "greenwashing," which is defined as the expenditure of shareholder assets on ostensibly environment-related activities but actually undertaken merely for the purpose of improving the company's or management's public image.

Such insincere "green" posturing and associated touting of hypothetical or imaginary benefits to public health and the environment may harm shareholders by wasting corporate assets, and deceiving shareholders and the public by accomplishing nothing real and significant for the public health and environment.

For example, ExxonMobil claimed in its 2019 "Energy and Carbon Summary" report that it:

- Plays "an essential role in protecting the environment and addressing the risks of climate change";
- Reduced its operational emissions by an average of about 20 MILLION tons annually since 2000.
- Spent $9 billion since 2000 on efforts to reduce emissions.

None of these emissions reduction activities are required by law or regulation.

But in 2018 alone:

- Exxon produced about 1.4 BILLION barrels of oil which, when burned, produced about 588 MILLION tons of carbon dioxide (CO2).
- Global emissions of CO2-equivalents in 2018 were about 55.3 BILLION tons.

So:

- While ExxonMobil touts its operational reductions in CO_2, it sells products that, when burned by consumers, emit almost 30 times more CO_2.

- ExxonMobil's products when burned produce CO_2 emissions that amount to a mere one percent (1%) of global manmade emissions.

Although Exxon Mobil's operational emissions cuts and the emissions from its products are both meaningless in larger context ExxonMobil bizarrely, if not falsely claims that it plays "an essential role in ... addressing the risks of climate change."

So, what are the actual benefits to shareholders and the climate of Exxon Mobil's multibillion-dollar bid to reduce its CO_2 emissions. By how much, in what way, and when will any of these activities reduce, alter or improve climate change, for example?

The information and honesty requested by this proposal is not already contained in any ExxonMobil report. As none of them present the actual and significant cost-benefit details requested here, they may all be reasonably suspected of being examples of don't-look-behind-the-curtain corporate greenwashing propaganda.

ExxonMobil should report to shareholders what are the actual benefits being produced by its voluntary and highly touted environmental activities. Are they real and worthwhile, or just greenwashing?

<u>Exhibit D</u>

<u>Form 8-K</u>

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

FORM 8-K/A

CURRENT REPORT

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

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

Exxon Mobil Corporation

(Exact name of registrant as specified in its charter)

New Jersey	1-2256	13-5409005
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

5959 Las Colinas Boulevard, Irving, Texas 75039-2298

(Address of principal executive offices) (Zip Code)

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

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

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

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

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

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

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

Emerging growth company ☐

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

Explanatory Note

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

Item 5.07 Submission of Matters to a Vote of Security Holdings

(a)

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

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

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

(b)

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

Proposal 1 - Election of Directors

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

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

** ExxonMobil Nominees*
*** Engine No. 1 Nominees*

Proposal 2 - Ratification of Independent Auditors:

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

Proposal 3 - Advisory Vote to Approve Executive Compensation:

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

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

Proposal 4 - Independent Chairman:

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

Proposal 5 - Special Shareholder Meetings:

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

Proposal 6 - Report on Scenario Analysis

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

Proposal 7 - Report on Environmental Expenditures:

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

Proposal 8 - Report on Political Contributions:

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

Proposal 9 - Report on Lobbying:

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

Proposal 10 - Report on Climate Lobbying:

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

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EXXON MOBIL CORPORATION

Date: June 21, 2021

By: /s/ LEN M. FOX

Len M. Fox

Vice President and Controller

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Securities and Exchange Commission
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To Whom It May Concern,

This letter is in response to the letter from the ExxonMobil Corporation dated January 21, 2024, requesting permission from the Securities Exchange Commission to exclude my shareholder proposal from ExxonMobil's upcoming proxy materials in 2024 pursuant to Rule 14a-8(i)(12).

ExxonMobil's argument is ridiculous on its face and easily dispensed with. They rely on only one supposed deficiency with my proposal, that it is the same as a previous proposal within the last few years that did not garner enough support for resubmission.

This is not only false, but impossible. My proposal explicitly pertains to ExxonMobil's so-called "ambition for net zero" which the company had not yet adopted or announced at the time of the proposal they compare mine to, which is substantially different in scope and subject matter. For the previous proposal to be the same as mine would require either 1) for the previous proposal to have pertained to a commitment that ExxonMobil had not yet made, or, 2) for my proposal to not specifically pertain to the "NetZero ambition" that ExxonMobil has now made, which it plainly, explicitly, and emphatically does.

For the SEC to issue a no action letter in this situation would set a dangerous precedent that simply because a previous proposal demanded a report on details of ExxonMobil's actions on "all environmental" issues, any subsequent proposals in the future on a specific or entirely different environmental issue is barred. This would allow corporations to create for themselves multi-year blanket inoculation from proposals by simply enticing a shareholder to submit overbroad proposals covering entire categories of issues.

The SEC has rightly refused several times in the past to issue a no action letter in similar circumstances. Specifically, in 2019 a shareholder submitted a proposal to Apple, Inc. asking for a report regarding the company's position on freedom of expression as a human right in the countries where it operates and a description of the actions taken by Apple in response requests by those nations for censorship of its customers. Apple requested a no action letter on the grounds that the proposal was substantially the same as a 2018 proposal to establish a Human Rights Committee and issue annual reports on a broad number of human rights issues that would certainly include limits to free expression and censorship. The SEC declined.[1]

Similarly, a 2021 proposal to the Coca-Cola Company demanding "a report on the external public health costs created by the Company's food and beverage businesses and the manner in which such costs may affect its diversified shareholders" was deemed by the SEC as not substantially similar to a proposal the

[1] https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2019/sumofusapple120619-14a8.pdf

previous year.[2] The previous years proposal asked for “a report on Sugar and Public Health, with support from a group of independent and nationally recognized scientists and scholars providing critical feedback on our Company’s sugar products marketed to consumers, especially those Coke products targeted to children and young consumers.”

In both the case of Apple and Coca-Cola, the company was asking for the SEC to deem two different proposals as substantially similar, one focused on a broad category of issues and the other focused on a discrete, specific issue that could conceivably fall within the same broad category. Wisely, in both cases the SEC rejected their spurious claims.

This request from ExxonMobil is no different. My proposal focuses on the company’s operations around a specific issue, their “ambition for net zero.” The previous proposal that they allege is substantially similar to mine pertains to all environmental issues. According to ExxonMobil’s logic, the previous year’s proposal submission would bar any request for a report about any issue that could be said to be “environmental” for the next few years. This is absurd and violates both the language and the intent of Rule 14a-8(i)(12).

Respectfully, the SEC should adjudicate this no action letter request from ExxonMobil the same as it did for Apple and Coca-Cola and decline the request.

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[2] https://www.sec.gov/divisions/corpfin/cf-noaction/14a-8/2022/ncicocacoca031022-14a8.pdf