

May 27, 2020

A meeting of the Board of Directors was held in the Board Room at the Corporation's Headquarters office at 5959 Las Colinas Boulevard, Irving, Texas, on Wednesday, May 27, 2020, at 9:00 A.M., pursuant to resolution of the Board adopted May 30, 2018.


Present at the above address was Darren W. Woods.

Present by teleconference were Susan E. Avery, Angela F. Braly, Ursula M. Burns, Kenneth C. Frazier, Joseph L. Hooley, Steven A. Kandarian, Douglas R. Oberhelman, Samuel J. Palmisano and William C. Weldon.

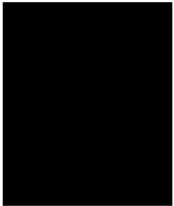
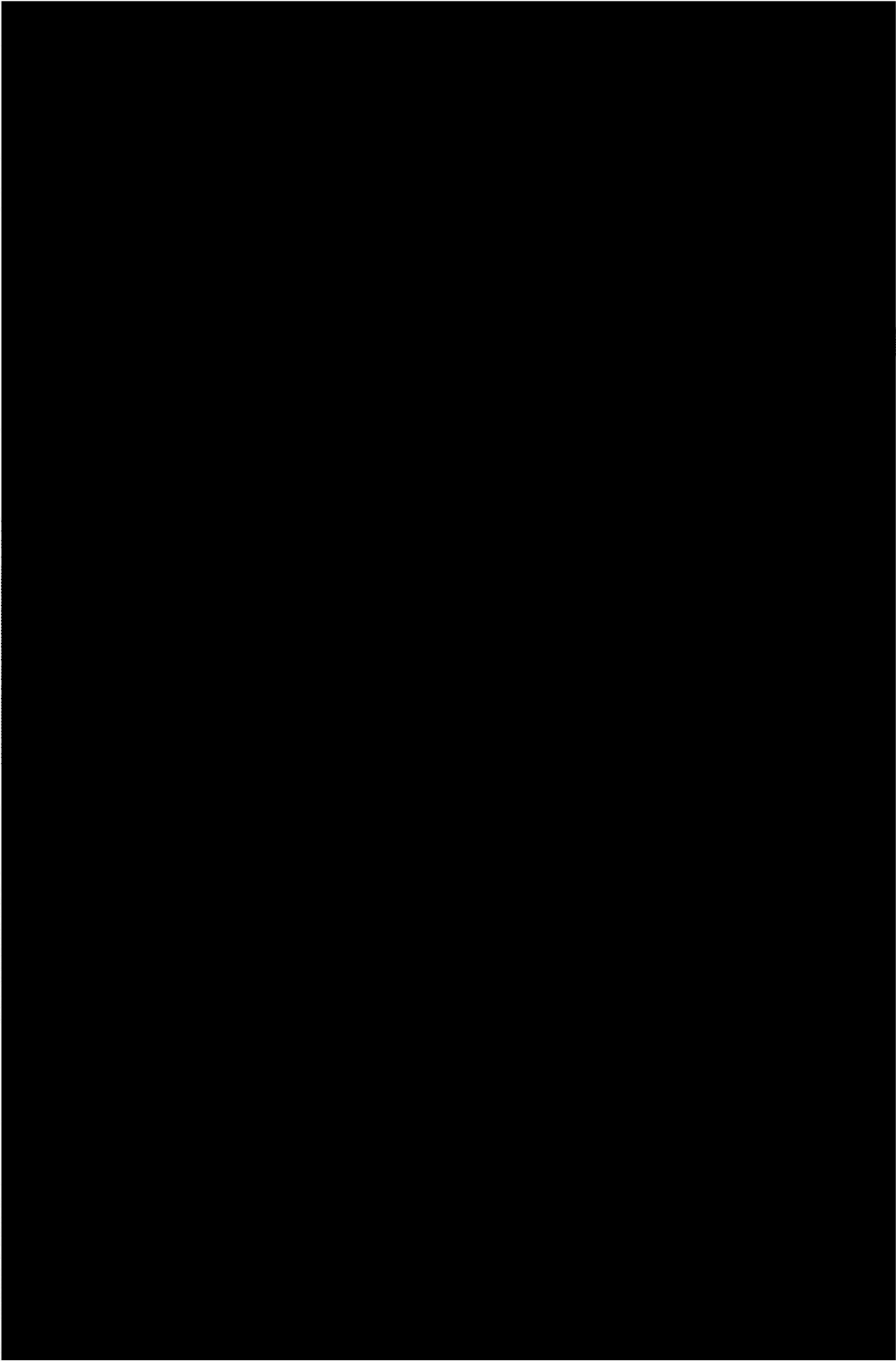
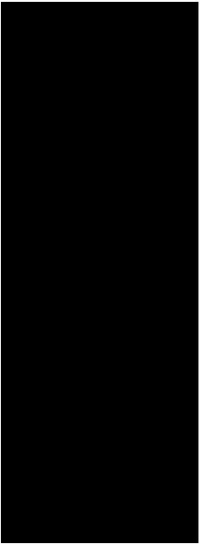
Steven S Reinemund attended as a guest by invitation.

Neil A. Chapman, Andrew P. Swiger and Jack P. Williams were also present.

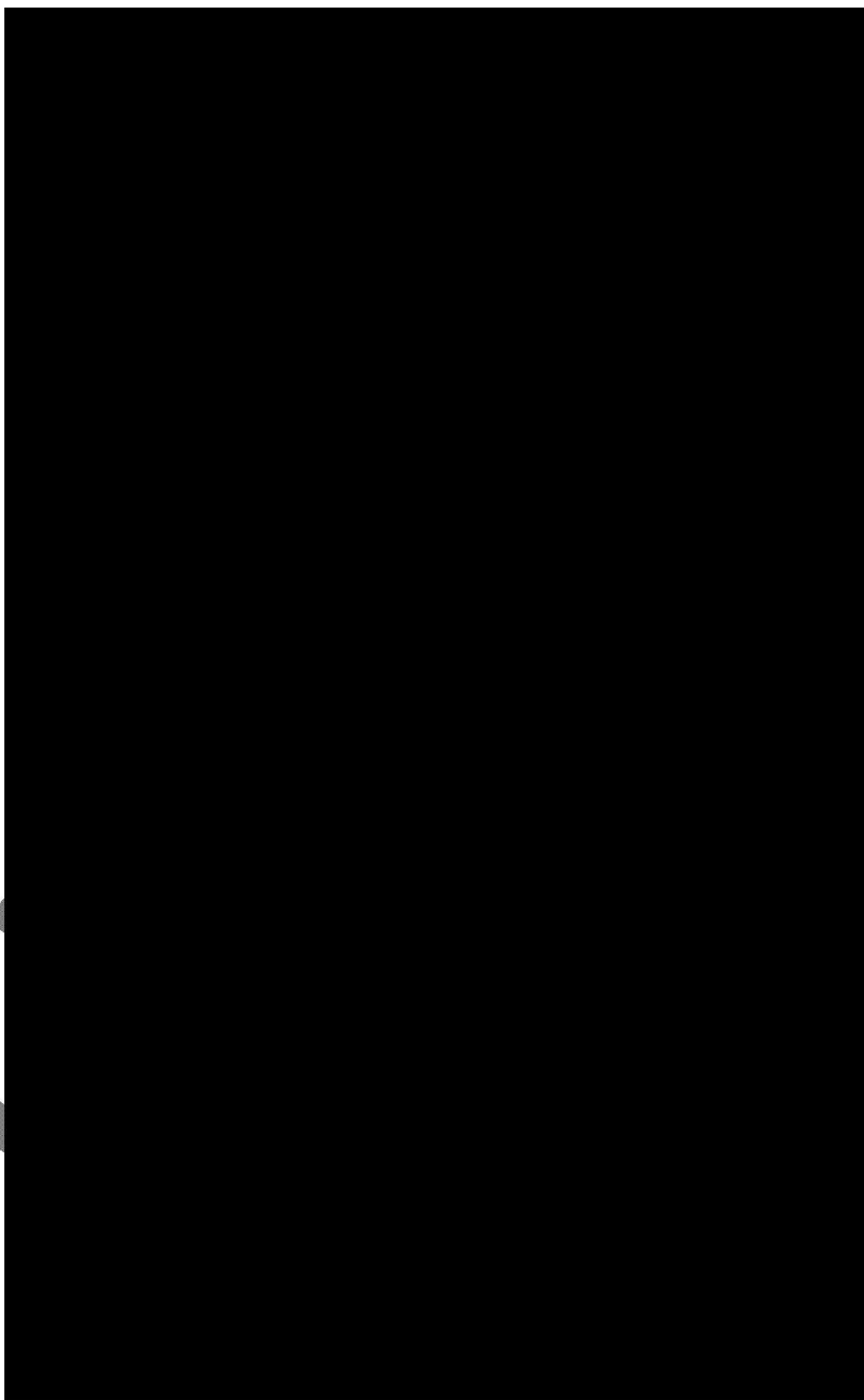
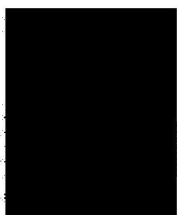
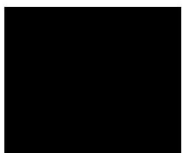
Mr. Woods, Chairman, presided; and Stephen A. Littleton, recorded the proceedings. Mr. Littleton confirmed that all participants in the meeting could clearly hear each other.



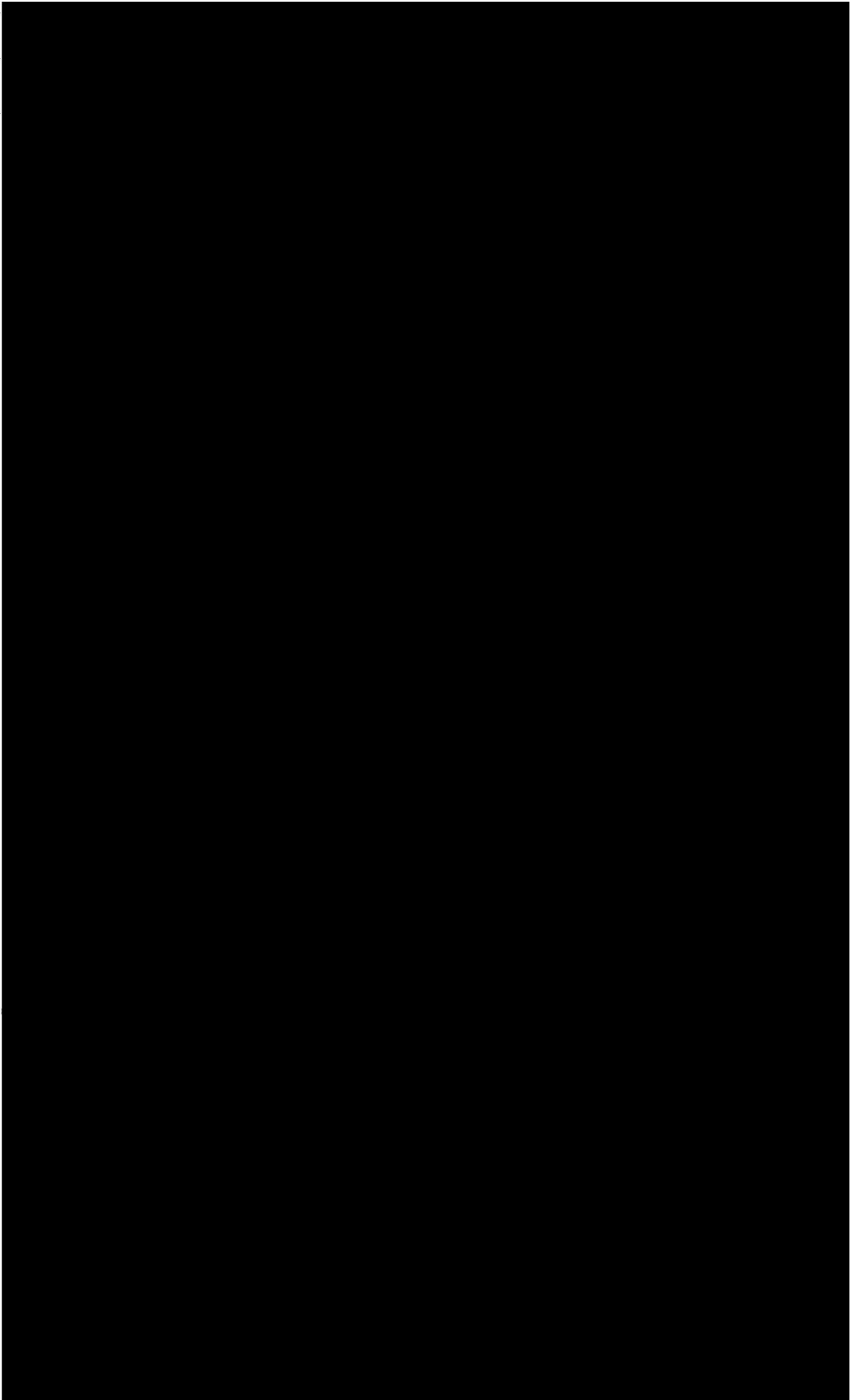
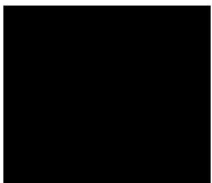
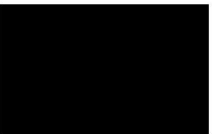
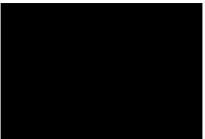
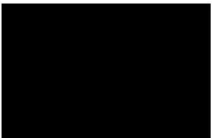
May 27, 2020



May 27, 2020

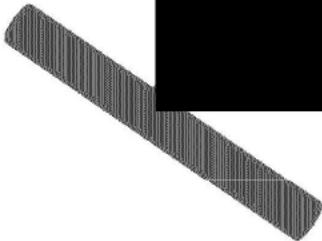
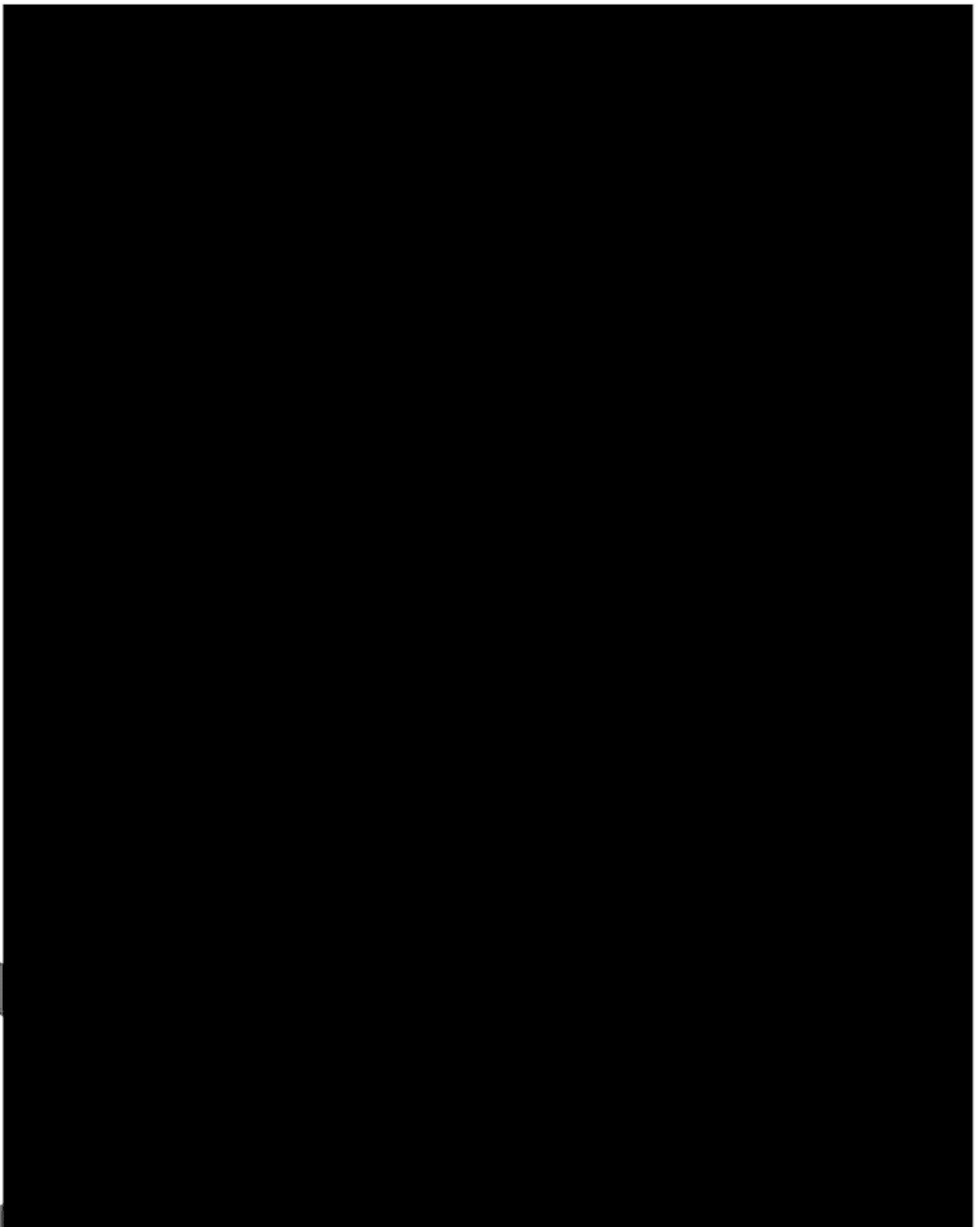


May 27, 2020



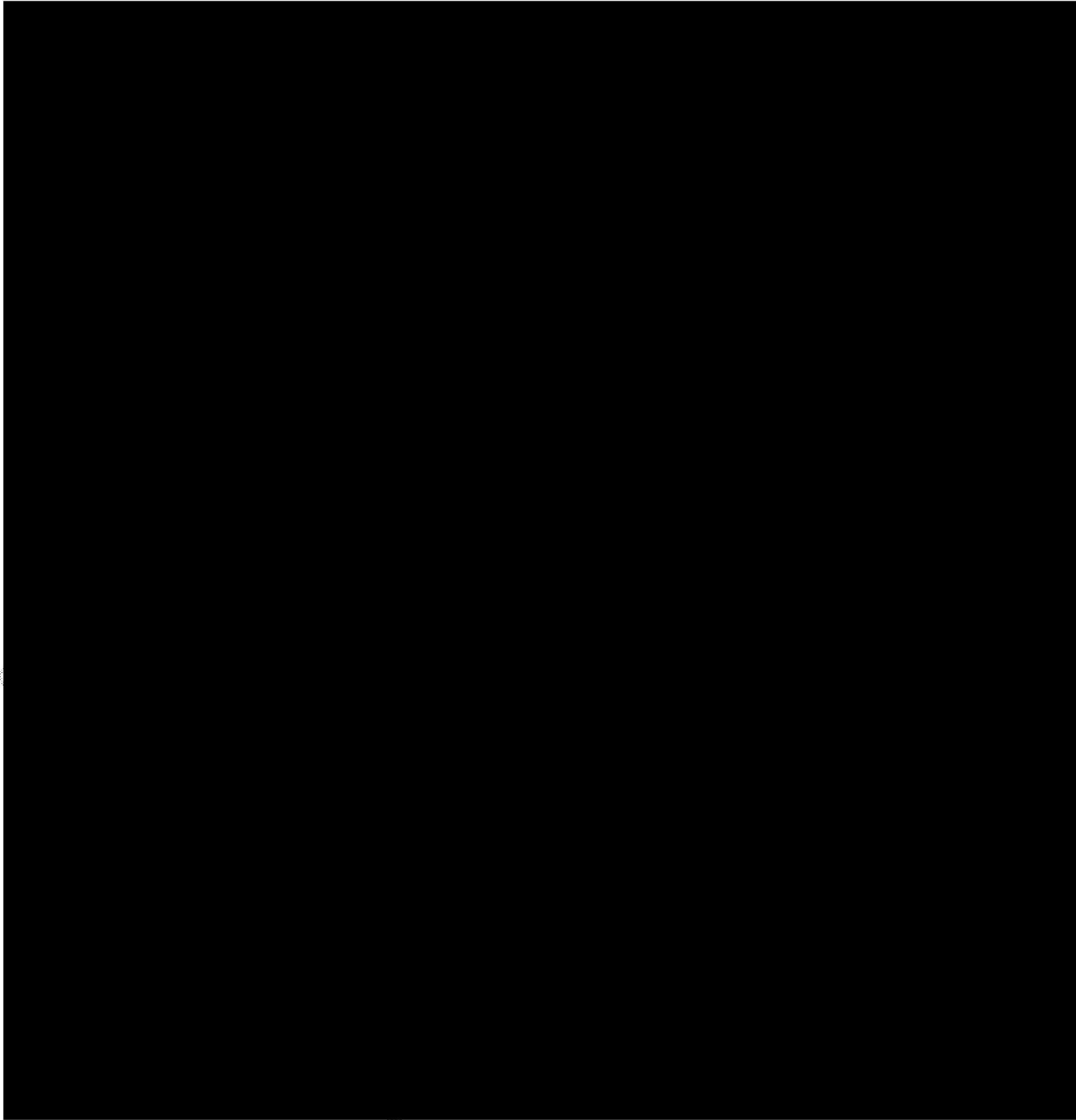


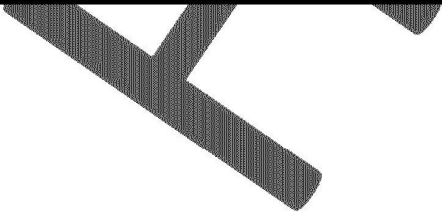
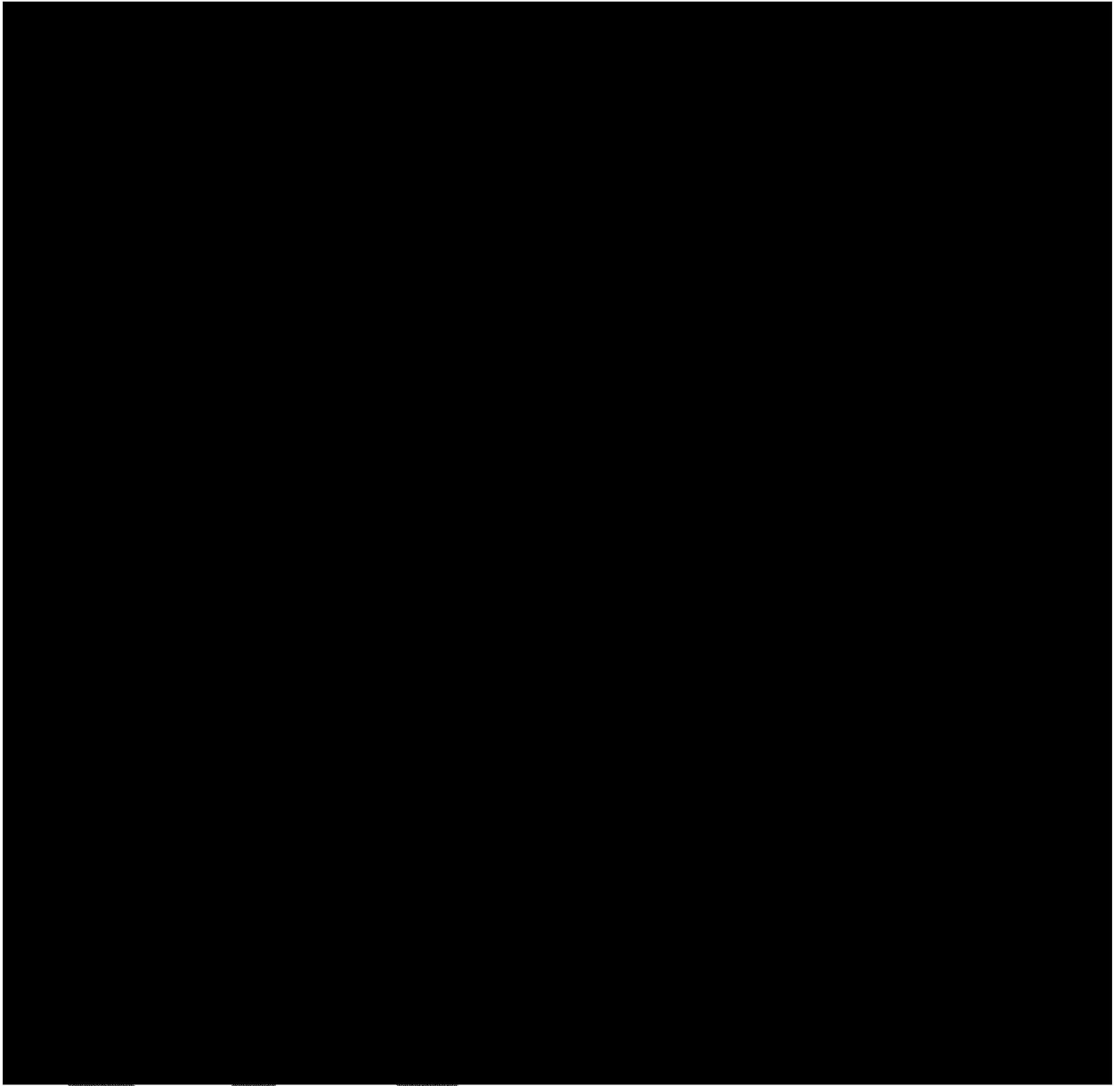
May 27, 2020

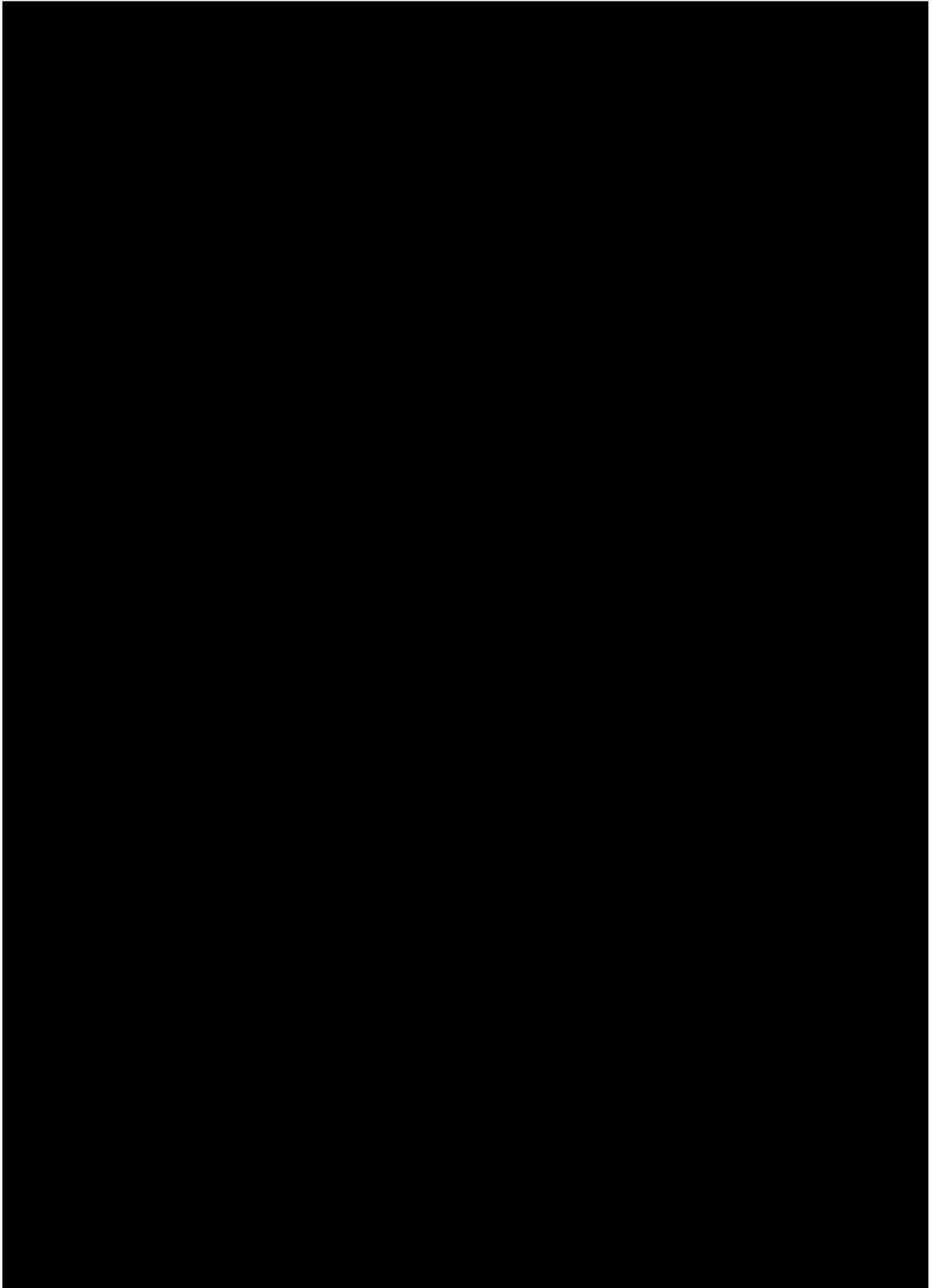


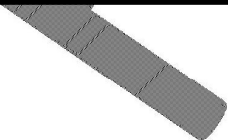
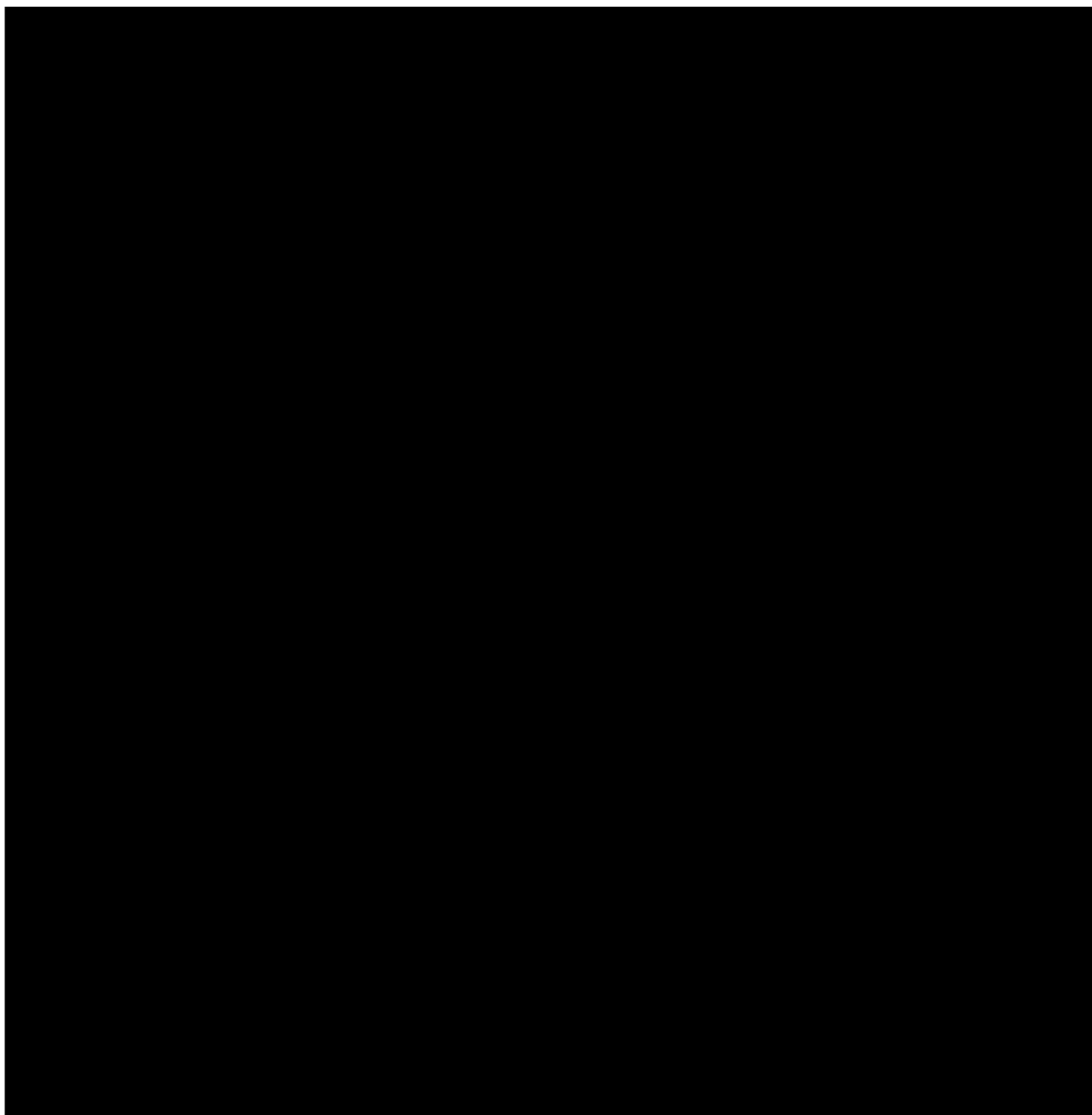
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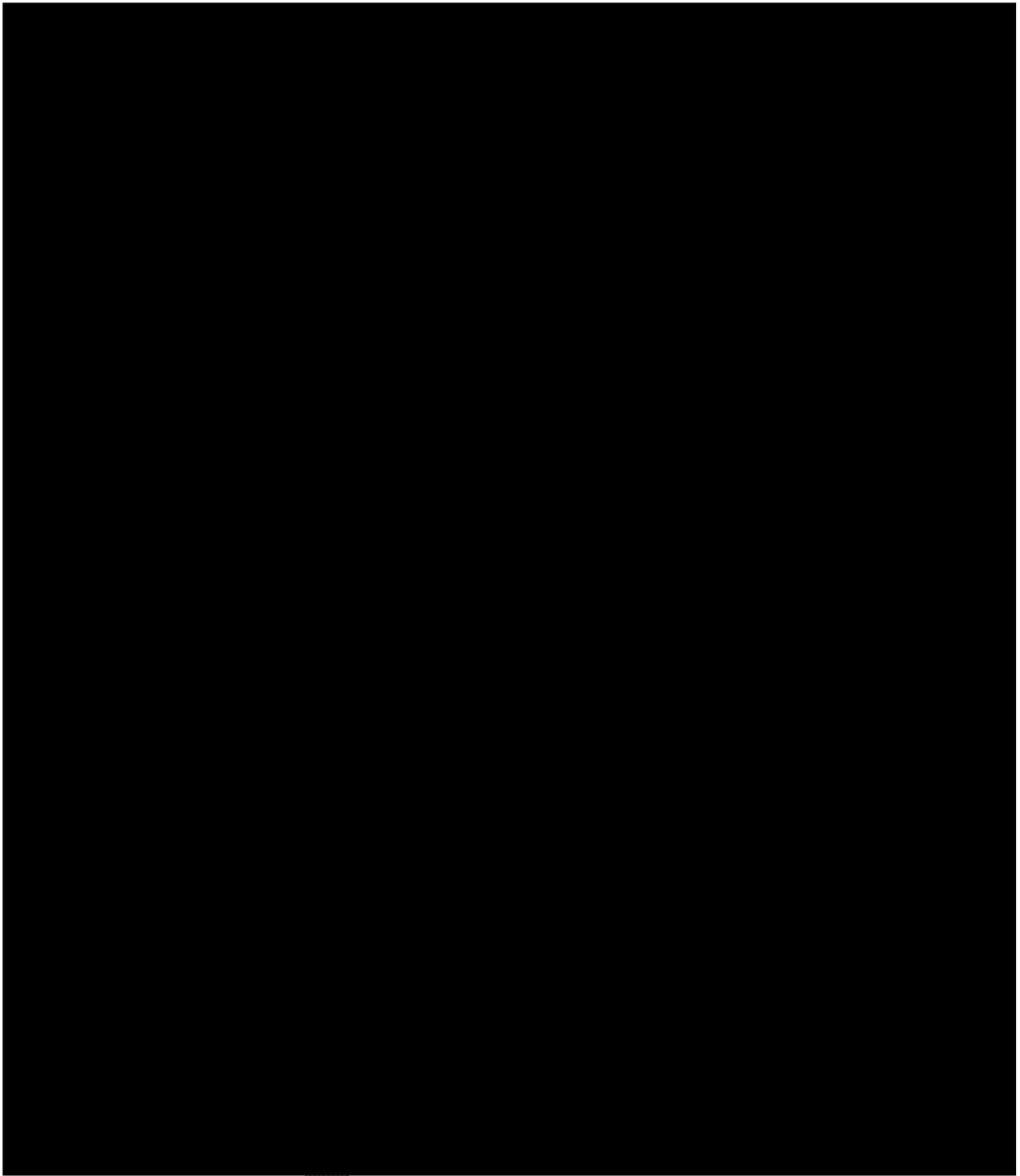
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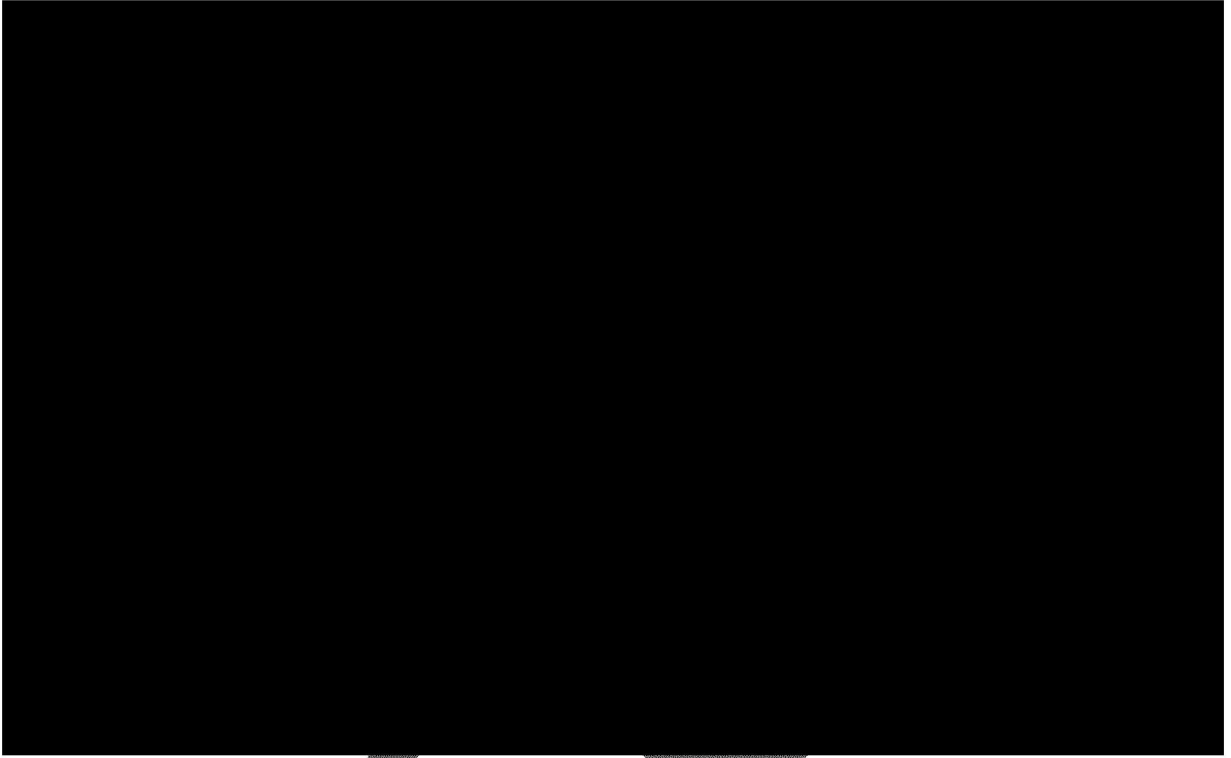




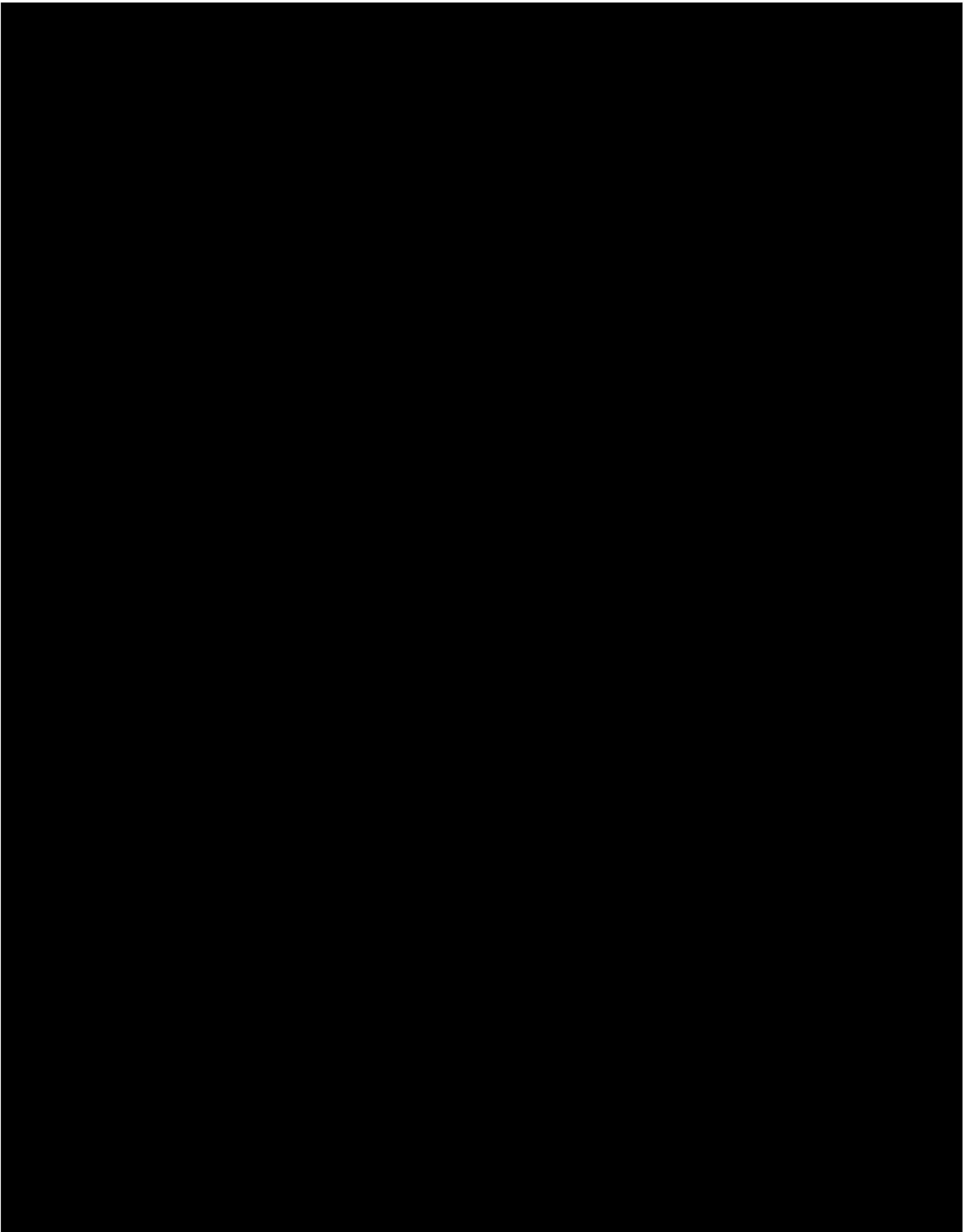




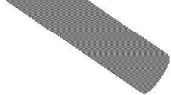
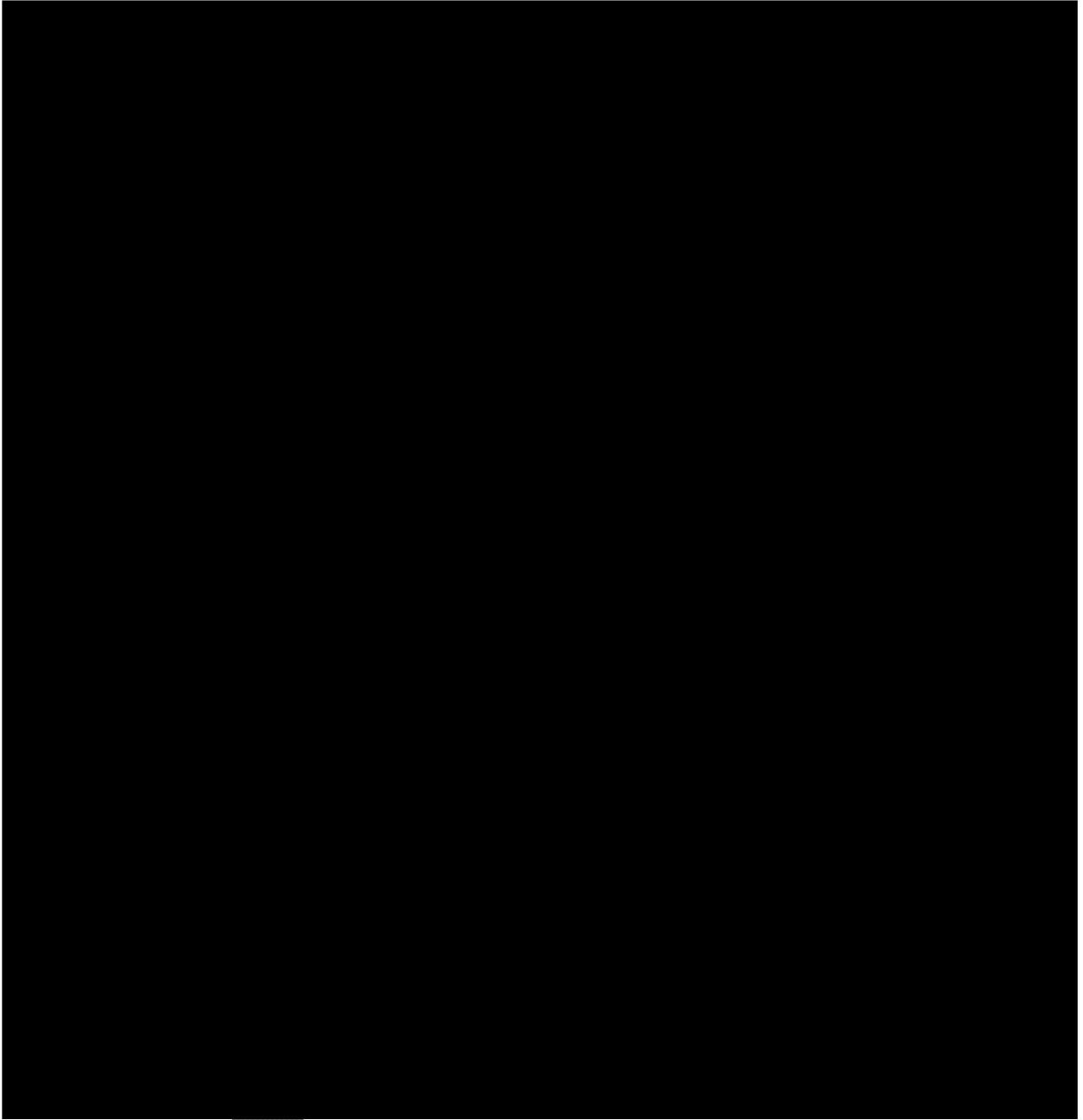


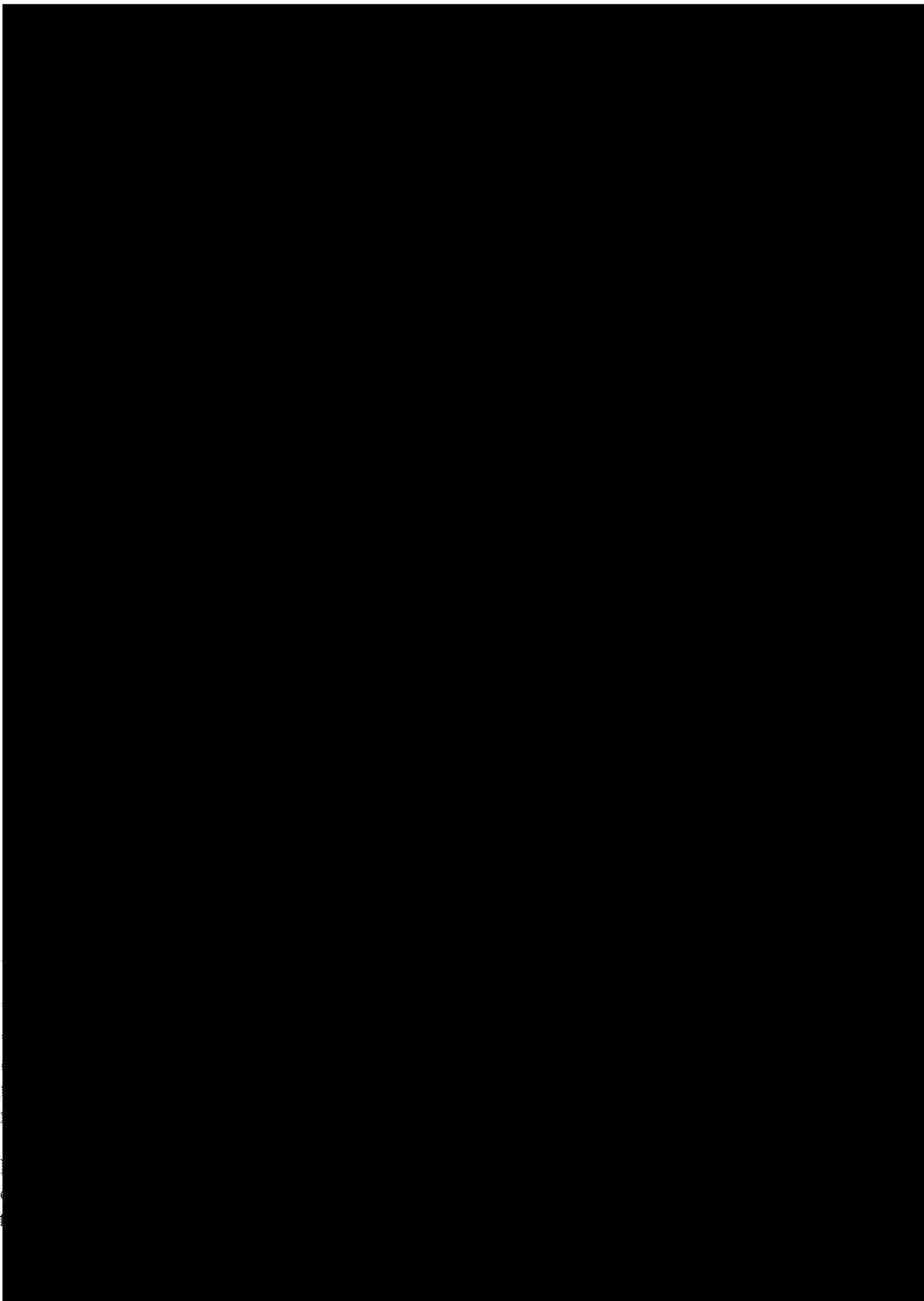


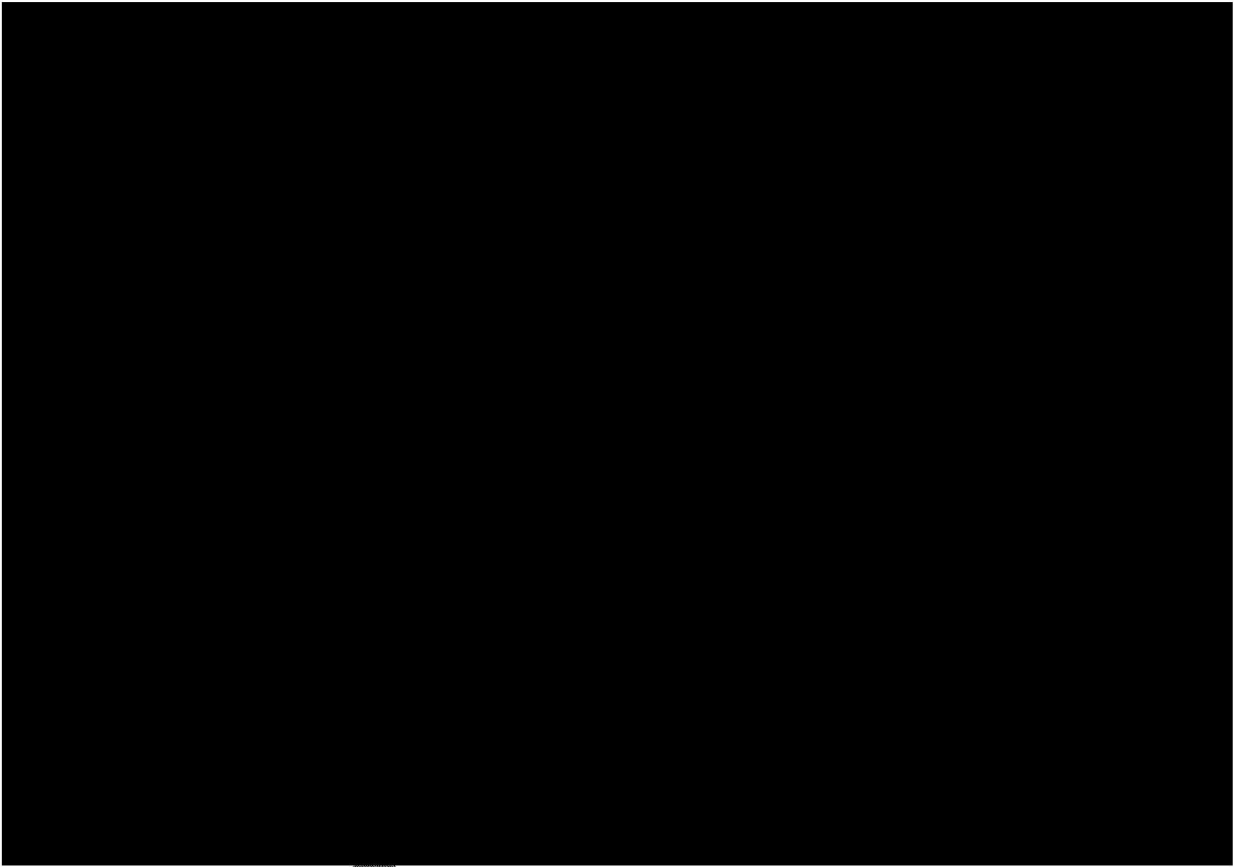
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EXXON MOBIL CORPORATION  
ANNUAL MEETING OF SHAREHOLDERS

May 27, 2020

REPORT OF VOTE ON RESOLUTION  
CONCERNING REPORT ON ENVIRONMENTAL EXPENDITURES

Virtual Meeting Broadcast from Irving, Texas, May 27, 2020

We, Shirley A. Nessralla and Paula A. Buckley, duly appointed Inspectors to act at the annual meeting of shareholders of Exxon Mobil Corporation held on this date, hereby report that the holders of 3,474,879,586 shares of the capital stock of this Corporation, voted at this meeting in person, or by proxy, on the following resolution:

**"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 (CO<sub>2</sub>).
- Global emissions of CO<sub>2</sub>-equivalents in 2018 were about 55.3 BILLION tons.

So:

- While ExxonMobil touts its operational reductions in CO<sub>2</sub>, it sells products that, when burned by consumers, emit almost 30 times more CO<sub>2</sub>.
- ExxonMobil's products when burned produce CO<sub>2</sub> emissions that amount to a mere one percent (1%) of global manmade emissions.

Although ExxonMobil'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 ExxonMobil's multibillion-dollar bid to reduce its CO<sub>2</sub> 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?"

and that 105,099,082 shares were voted in favor of the resolution and 2,435,536,893 shares were voted against the resolution. We also report that the holders of 53,587,730 shares abstained from voting on the resolution and that broker non-votes on the resolution totaled 880,655,882 shares.

Respectfully submitted,

[REDACTED]

Inspector

[REDACTED]

Inspector

EXXON MOBIL CORPORATION  
ANNUAL MEETING OF SHAREHOLDERS

May 27, 2020

REPORT OF VOTE ON RESOLUTION  
CONCERNING REPORT ON RISKS OF PETROCHEMICAL INVESTMENTS

Virtual Meeting Broadcast from Irving, Texas, May 27, 2020

We, Shirley A. Nessralla and Paula A. Buckley, duly appointed Inspectors to act at the annual meeting of shareholders of Exxon Mobil Corporation held on this date, hereby report that the holders of 3,474,879,586 shares of the capital stock of this Corporation, voted at this meeting in person, or by proxy, on the following resolution:

**“Resolved:** Shareholders request that ExxonMobil, with board oversight, publish a report, omitting proprietary information and prepared at reasonable cost, assessing the public health risks of expanding petrochemical operations and investments in areas increasingly prone to climate change-induced storms, flooding, and sea level rise.

**Supporting Statement:** Investors request the company assess, among other related issues at management and Board discretion. The adequacy of measures the company is employing to prevent public health impacts from associated chemical releases.

**Whereas:** Investors are concerned about the financial, health, environmental, and reputational risks associated with operating and building-out new chemical plants and related infrastructure in Gulf Coast locations increasingly prone to catastrophic storms and flooding associated with climate change. Civil society groups have mobilized to oppose the expansion of petrochemical facilities in their communities due to concerns regarding direct health and livelihood impacts from air and water pollutant releases. Such opposition threatens to jeopardize ExxonMobil's social license to operate in the region.

Petrochemical facilities like ethane crackers and polyethylene processing plants produce dangerous pollutants including benzene (a known carcinogen), Volatile Organic Compounds, and sulfur dioxide. These operations can become inundated and pose significant chemical release risks during extreme weather events. Flooding from Hurricane Harvey in 2017 resulted in ExxonMobil plant shut downs and the release of unpermitted, unsafe levels of pollutants. Nearby Houston residents reported respiratory and other health problems following ExxonMobil's releases during Hurricane Harvey.

Growing storms and the costs they bring our company are predicted to increase in frequency and intensity as global warming escalates. Recent reports show that greenhouse gas emissions throughout the petrochemical and plastic supply chain contribute significantly to climate change, exacerbating the threat of physical risks like storms. Flood-related damage is projected to be highest in Texas, where many ExxonMobil petrochemical plants are concentrated. Houston alone has seen three 500-year floods in a three-year span. Hurricane Harvey contributed to decreased earnings of approximately \$40 million for ExxonMobil in 2017 and decreasing social license from surrounding communities.

Historically, releases from ExxonMobil's petrochemical operations have exceeded legal limits, exposing the company to liability and millions in payment for violations of environmental laws including the Clean Air and Clean Water Acts. As climate change intensifies flooding and storm strength, the potential for unplanned chemical releases grows.

In spite of these risks, ExxonMobil continues to accelerate its petrochemical activity in the Gulf Coast, investing heavily to expand in flood-prone areas of Texas and Louisiana. The company has generally disclosed that risks from storms may impact its business and that climate risks like extreme storms are among the factors it considers in construction and operation of assets. The impacts to ExxonMobil's operations from Hurricane Harvey, however, indicate the company's level of preparedness is insufficient. As the Company rapidly expands its petrochemical assets in climate-impacted areas, investors seek improved disclosure to understand whether ExxonMobil is adequately evaluating and mitigating public health risks associated with climate-related impacts and the dangerous chemicals it uses."

and that 620,514,896 shares were voted in favor of the resolution and 1,915,122,430 shares were voted against the resolution. We also report that the holders of 58,586,378 shares abstained from voting on the resolution and that broker non-votes on the resolution totaled 880,655,882 shares.

Respectfully submitted,

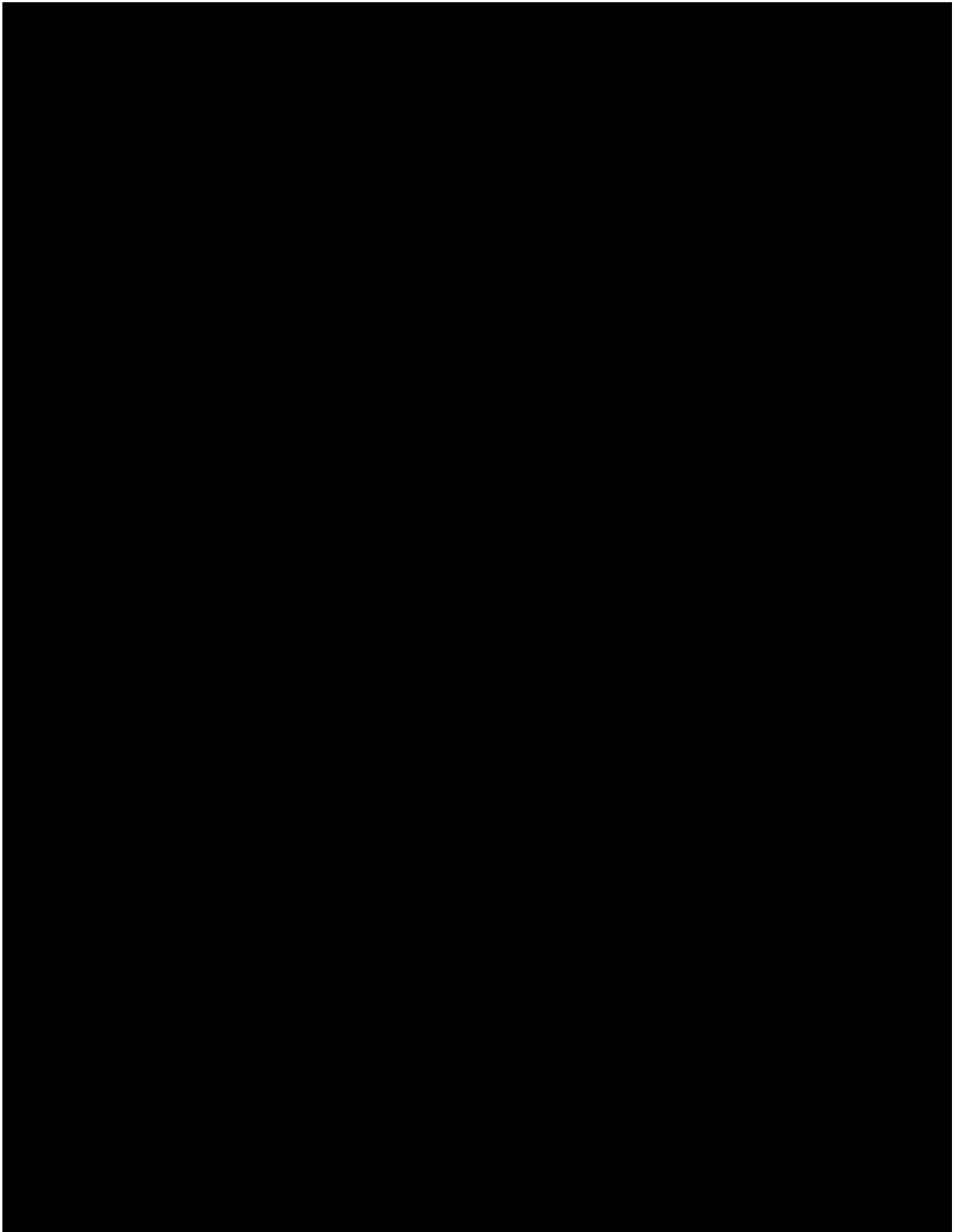
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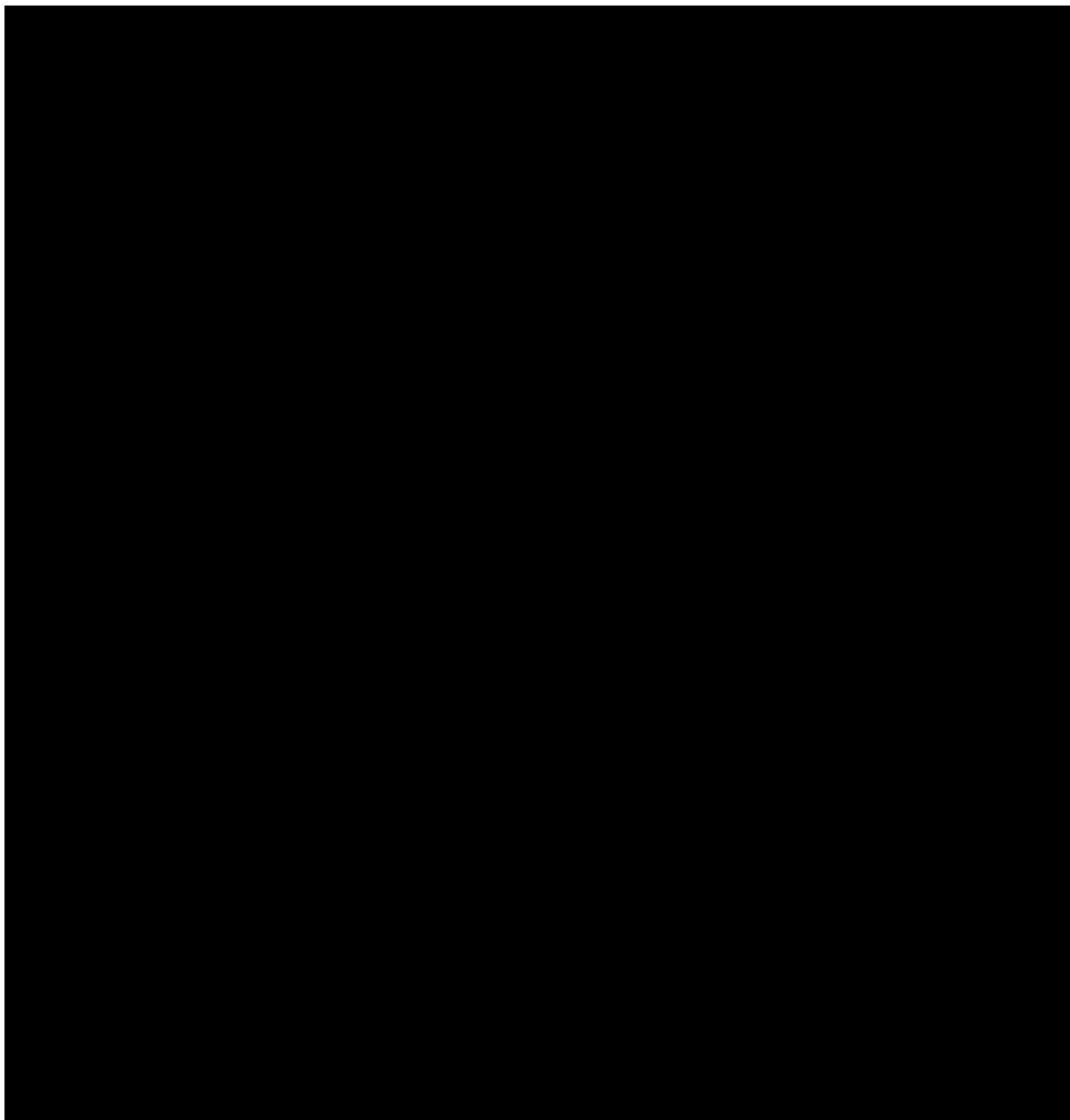
Inspector

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Inspector







EXXON MOBIL CORPORATION  
ANNUAL MEETING OF SHAREHOLDERS

May 27, 2020

REPORT OF VOTE ON RESOLUTION  
CONCERNING REPORT ON LOBBYING

Virtual Meeting Broadcast from Irving, Texas, May 27, 2020

We, Shirley A. Nessralla and Paula A. Buckley, duly appointed Inspectors to act at the annual meeting of shareholders of Exxon Mobil Corporation held on this date, hereby report that the holders of 3,474,879,586 shares of the capital stock of this Corporation, voted at this meeting in person, or by proxy, on the following resolution:

**“Whereas**, we believe in full disclosure of ExxonMobil’s direct and indirect lobbying activities and expenditures to assess whether ExxonMobil’s lobbying is consistent with its expressed goals and in shareholder interests.

**Resolved**, the shareholders of ExxonMobil request the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by ExxonMobil used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, including in each case the amount of the payment and the recipient.
3. Description of management’s and the Board’s decision-making process and oversight for making payments described above.

For purposes of this proposal, a ‘grassroots lobbying communication’ is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. ‘Indirect lobbying’ is lobbying engaged in by a trade association or other organization of which ExxonMobil is a member.

Both ‘direct and indirect lobbying’ and ‘grassroots lobbying communications’ include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee or other relevant oversight committees and posted on ExxonMobil’s website.

## Supporting Statement

ExxonMobil spent \$110,700,000 from 2010 – 2018 on federal lobbying. This does not include state lobbying expenditures, where ExxonMobil also lobbies but disclosure is uneven or absent. For example, ExxonMobil spent \$4,055,093 on lobbying in California from 2010 – 2018. Exxon also lobbies abroad, spending between €3,250,000 – €3,499,999 on lobbying in Europe for 2018.

ExxonMobil belongs to the American Petroleum Institute, Business Roundtable (BRT), Chamber of Commerce and National Association of Manufacturers (NAM), which altogether spent \$260,638,048 on lobbying for 2017 and 2018. Both the BRT and NAM are lobbying against shareholder rights to file resolutions. ExxonMobil does not disclose its memberships in, or payments to, trade associations, or the amounts used for lobbying.

We are concerned that ExxonMobil's lack of disclosure presents reputational risks when its lobbying contradicts company public positions. For example, ExxonMobil supports the Paris climate agreement, yet a 2019 InfluenceMap report found Exxon has spent millions lobbying to undermine it.<sup>1</sup>

Investors participating in the Climate Action 100+ representing more than \$34 trillion in assets are asking companies to align their lobbying, including through their trade associations, with the goals of the Paris agreement. Peer Shell produced an 'Industry Associations Climate Review' report to ensure its trade association participation aligned with its views.<sup>2</sup> ExxonMobil uses the Global Reporting Initiative (GRI) for sustainability reporting, yet fails to report 'any differences between its lobbying positions and any stated policies, goals, or other public positions' under GRI Standard 415.

We believe the reputational damage stemming from this misalignment between general policy positions and actual direct and indirect lobbying efforts harms long-term value creation by ExxonMobil. Thus, we urge ExxonMobil to expand its lobbying disclosure."

<sup>1</sup> <https://thehill.com/policy/energy-environment/436117-top-oil-firms-spend-millions-on-lobbying-to-block-climate-change>

<sup>2</sup> <https://www.reuters.com/article/us-shell-afpm-idUSKCNIRE0VB>

and that 908,454,639 shares were voted in favor of the resolution and 1,511,107,618 shares were voted against the resolution. We also report that the holders of 174,661,447 shares abstained from voting on the resolution and that broker non-votes on the resolution totaled 880,655,882 shares.

Respectfully submitted,

[Redacted Signature]

Inspector

[Redacted Signature]

Inspector

