

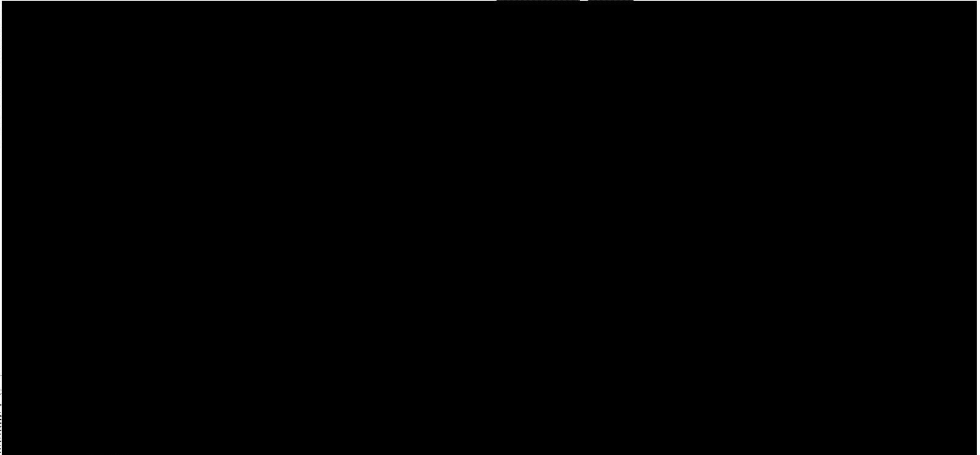
February 18, 2021

A special meeting of the Board of Directors was held by video teleconference, on Thursday, February 18, 2021, at 5:00 P.M., pursuant to notice dated February 11, 2021.

Participating in the meeting by teleconference were Susan K. Avery, Angela F. Braly, Ursula M. Burns, Kenneth C. Frazier, Joseph L. Hooley, Steven A. Kandarian, Douglas R. Oberhelman, Samuel J. Palmisano, Darren W. Woods and Wan Zulkiflee.

Also participating by teleconference were Neil A. Chapman, Andrew P. Swiger and Jack P. Williams.

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



Director
Succession
Planning

Messrs. Frazier and Woods reported on the Board Affairs Committee meeting held on February 17, 2021 in which the Committee discussed non-employee director succession planning and reviewed qualifications for potential candidates including the candidates that had been nominated by Engine No.1.

Mr. Frazier updated the Board on the determination by the Board Affairs Committee that based on information provided by the Company's advisors, shareholders and directors relating to the credentials, qualifications, skill sets, past experience and diligence background information as to each of the candidates, the Committee had determined that none of the Engine No.1 candidates meet the standards or needs of the Company's Board; that Michael J. Angelakis and Jeffrey W. Ubben, each of whom the Board had previously discussed, meet the Board's standards and would bring skill sets and qualifications consistent with the Board's ongoing refreshment and succession planning needs; and that the Committee recommended that the Board elect Mr. Angelakis and Mr. Ubben to the Board at its February 24 meeting. The Board discussed the Committee's determinations and recommendations and determined to take up the recommendation on Mr. Angelakis and Mr. Ubben at its February 24 meeting.

February 18, 2021



Secretary

CSM

HCOR