

New York  
Northern California  
Washington DC  
London  
Paris  
Madrid  
Tokyo  
Beijing  
Hong Kong



**Louis L. Goldberg**

Davis Polk & Wardwell LLP    212 450 4539 tel  
450 Lexington Avenue        212 701 5539 fax  
New York, NY 10017         louis.goldberg@davispolk.com

January 5, 2021

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, D.C. 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 BNP Paribas Asset Management (the **"Proponent"**) for inclusion in the proxy materials the Company intends to distribute in connection with its 2021 Annual Meeting of Shareholders (the **"2021 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 2021 Proxy Materials.

Pursuant to Staff Legal Bulletin No. 14D (CF), Shareholder Proposals (November 7, 2008), Question C, we have submitted this letter and any related correspondence 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 2021 Proxy Materials. This letter constitutes the Company's statement of the reasons it deems the omission of the Proposal to be proper.

**THE PROPOSAL**

The Proposal states:

**RESOLVED:** Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable request, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

## REASONS FOR EXCLUSION OF THE PROPOSAL

The Company believes that the Proposal may be properly omitted from the 2021 Proxy Materials pursuant to Rule 14a-8(i)(10) because the Company has already substantially implemented the Proposal and the Company's practices, policies and procedures compare favorably to the Proposal.

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal if the company has already substantially implemented the proposal. 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 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 *Apple Inc.* (Oct. 16, 2020) (proposal requesting an annual report on the company's management systems and processes for implementing its human rights policy commitments regarding freedom of expression and access to information); *Wal-Mart Stores, Inc.* (Mar. 25, 2015) (proposal requesting an employee engagement metric for executive compensation where a "diversity and inclusion metric related to employee engagement" was already included in the company's management incentive plan); *Exelon Corp.* (Feb. 26, 2010) (concurring in the exclusion of proposal that requested a report on different aspects of the company's political contributions when the company had already adopted its own set of corporate political contribution guidelines and issued a political contributions report that, together, provided "an up-to-date view of the [c]ompany's policies and procedures with regard to political contributions"). "[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." *Texaco, Inc.* (Mar. 28, 1991) (permitting exclusion on substantial implementation grounds of proposal requesting that the company adopt the Valdez Principles where the company had already adopted policies, practices and procedures regarding the environment).

The core of the Proposal, or its "essential objective," is for the Company to conduct an evaluation and issue a report describing if, and how, its lobbying activities (direct and through trade associations) align with the Paris Climate Agreement's goal. Based on an evaluation, the Company has recently issued, and posted on its website, a political lobbying and advocacy report<sup>1</sup> (the "**Report**"), which, along with the Company's other public disclosures, addresses:

### ***If the Company's lobbying activities align with the goals of the Paris Climate Agreement.***

As explained in the Company's Energy & Carbon Summary<sup>2</sup> (the "**ECS**"), the Company supports the goals of the Paris Climate Agreement, an agreement among national governments to reduce carbon emissions from their economies. The Company's Outlook for Energy (the "**Outlook**")<sup>3</sup>, which publishes the Company's work on future energy supply and demand, aligns with the nationally determined contributions ("**NDCs**") submitted by Paris Climate Agreement signatories. These NDCs represent each country's plans to reduce its emissions and reach the goal of limiting global

---

<sup>1</sup> <https://corporate.exxonmobil.com/company/policy/political-contributions-and-lobbying>.

<sup>2</sup> ECS, page 44, 47, <https://corporate.exxonmobil.com/-/media/Global/Files/energy-and-carbon-summary/Energy-and-Carbon-Summary.pdf>.

<sup>3</sup> [https://corporate.exxonmobil.com/-/media/Global/Files/outlook-for-energy/2019-Outlook-for-Energy\\_v4.pdf](https://corporate.exxonmobil.com/-/media/Global/Files/outlook-for-energy/2019-Outlook-for-Energy_v4.pdf).

temperature rise this century to well below 2 degrees Celsius above pre-industrial levels and to pursue efforts to limit the temperature increase even further to 1.5 degrees Celsius.<sup>4</sup>

As disclosed in the ECS, the Company informs its business strategy and investments on the work underlying the Outlook, which assumes progress in technologies, infrastructure and policies to allow countries to meet their NDCs. As a result, these business targets and investment plans are aligned with the NDCs as well. As governments around the world continue to make new NDCs in support of the goals of the Paris Climate Agreement, the Company will continue to incorporate these NDCs into its business strategy and investment analysis to align in support of the Paris Climate Agreement.

In the Report, the Company explains that it engages in lobbying to advocate for its position on issues that affect the Company and its industry, and has an established practice to determine which public policy issues are important based on its business strategy and investments, which are aligned with the Paris Climate Agreement's goals. The practice includes soliciting input from relevant business lines and functional departments. The Company's Vice President for Public and Government Affairs is responsible for the stewardship of identified key public policy issues that guide the Company's lobbying efforts, and also presents the Company's lobbying activities and lobbying expenditures to the full Board of Directors (the "**Board**") and the Company's fully independent Public Issues and Contributions Committee.

The Board fully supports accountability, appropriate transparency, and disclosure of lobbying activities and expenditures, which are part of the Board's oversight of the Company's enterprise-risk framework, including potential reputational risk. As the Report states: "[t]he Company follows a strict internal review and oversight process to ensure its public policy positions are aligned with lobbying activities. Without exception, the Company's lobbying efforts are aligned with its publicly available positions."<sup>5</sup> This includes the Company's support for the Paris Climate Agreement.

### ***How the Company's lobbying activities align with the goals of the Paris Climate Agreement***

The Report outlines the Company's support of key climate policies that it believes furthers the goals of the Paris Climate Agreement, and lists several trade associations that have taken positions more closely aligned with the Company's views on climate change in recent years.

The supporting statement notes that "trade associations and other politically active organizations" are "[o]f particular concern." The Company describes in the Report its support of trade associations, think tanks and coalitions in order to promote public policy areas consistent with the Company's interests, addressing the Proposal's request for information on indirect lobbying.

The Company leverages its key climate policies in support of the goals of the Paris Climate Agreement through a number of positions it has taken. The Company actively supports sound climate policies seeking to:

- Promote global participation;
- Let market prices drive selection of solutions;

---

<sup>4</sup> ECS, page 13-14, 44, <https://corporate.exxonmobil.com/-/media/Global/Files/energy-and-carbon-summary/Energy-and-Carbon-Summary.pdf>.

<sup>5</sup> <https://corporate.exxonmobil.com/company/policy/political-contributions-and-lobbying>.

- Ensure a uniform and predictable cost of greenhouse gas emissions across the economy;
- Minimize regulatory complexity and administrative costs;
- Maximize transparency; and
- Provide flexibility for future adjustments to react to developments in technology, climate science and policy.

For instance, the Company has consistently voiced support for U.S. participation in the Paris Climate Agreement, and actively engaged with government officials to encourage remaining in the Agreement. Additionally, the Company has supported a federal policy to regulate new and existing sources of methane emissions.<sup>6</sup> The Company consistently communicates both its key climate policies and policy positions to its trade associations, including when the Company participates in leadership positions on trade association boards, policy committees and technical work groups. Through these and other efforts, the Company believes its trade associations are well aware of its support for the Paris Climate Agreement.

The Company has also applied its key climate policies in support of the goals of the Paris Climate Agreement through its direct membership in organizations specifically focused on addressing climate change and meeting the goals of the Paris Climate Agreement. The Company is a member of both the Oil & Gas Climate Initiative (the “**OGCI**”) and the Climate Leadership Council. The OGCI is a CEO-led initiative that aims to accelerate the industry response to climate change. OGCI member companies explicitly support the Paris Climate Agreement and its aims.<sup>7</sup> The Climate Leadership Council is a bipartisan international policy institute founded in collaboration with business, opinion and environmental leaders to promote a carbon dividends framework as the most cost-effective, equitable and politically viable climate solution.<sup>8</sup>

### ***The risks presented by any misaligned lobbying***

As explained in the Report, lobbying and political engagements are addressed as part of the Board’s oversight of the Company’s enterprise-risk framework, including potential reputational risk. Consistent with the supporting statement, the Company considers whether trade association memberships or any perceived policy misalignments pose a material risk to the Company, including potential risks related to shareholder relations, legal or financial risks and risks to the Company’s reputation.

### ***The Company’s plans to mitigate these risks***

As outlined in the Report, the Company follows several principles in its management of the risks associated with its membership in trade associations. This includes regular review of memberships when trade association positions do not align with the Company’s views, and the Company may withdraw support for an organization at any time on that basis.

The Report includes a list of U.S.-based trade associations to whom the Company provided \$100,000 or more in support and a portion of those amounts was reported to the Company as being

---

<sup>6</sup> [https://corporate.exxonmobil.com/News/Newsroom/News-releases/2020/0303\\_ExxonMobil-proposes-framework-for-industry-wide-methane-regulations](https://corporate.exxonmobil.com/News/Newsroom/News-releases/2020/0303_ExxonMobil-proposes-framework-for-industry-wide-methane-regulations).

<sup>7</sup> <https://oilandgasclimateinitiative.com/about-us/#guidingprinciples>.

<sup>8</sup> <https://clcouncil.org/>.

used for lobbying. The list of associations disclosed represents approximately 95% of the Company's annual trade association expenditures. While the Company does not expect that any third-party organization made up of dozens or even hundreds of members will be perfectly aligned with its views on all topics at all times, the Company regularly reviews the organizations' public policies for misalignment with the Company's support for the Paris Climate Agreement, and regularly evaluates its continued participation in these organizations, as described in the Report.

The framework of the Proposal is similar to proposals that have requested that companies issue reports describing if, and how, they plan to reduce total contributions to climate change and align operations and investments with the Paris Climate Agreement's goal of maintaining global temperature rise well below 2 degrees Celsius, which the Staff determined could be excluded under Rule 14a-8(i)(10) based on the reports the companies provided. See *Hess Corporation* (Apr. 4, 2020); *Devon Energy Corporation* (Apr. 1, 2020); *Exxon Mobil Corporation* (Mar. 20, 2020); *Chevron Corporation* (Mar. 20, 2020); *Dominion Energy, Inc.* (Mar. 6, 2020). Since the Report addresses the essential objectives of the Proposal, in particular whether the Company's direct and indirect lobbying efforts align with its stated support for the Paris Climate Agreement and related risks, the Company believes the Proposal is properly excludable under Rule 14a-8(i)(10).

## CONCLUSION

The Company requests confirmation that the Staff will not recommend any enforcement action if, in reliance on the foregoing, the Company omits the Proposal from its 2021 Proxy Materials. If you should have any questions or need additional information, please contact the undersigned at (212) 450-4539 or [louis.goldberg@davispolk.com](mailto:louis.goldberg@davispolk.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  
Adam M. Kanzer, BNP Paribas

## Proposal

### Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

#### Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C—as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate

change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

**Exhibit B**

**Shareholder Correspondence**

**Clouthier, Marie A**

---

**From:** Clouthier, Marie A  
**Sent:** Monday, August 24, 2020 2:50 PM  
**To:**  
**Subject:** RE: Shareholder Proposal Submission  
**Attachments:** 2021\_Report on Climate Lobbying\_BNP Paribas\_Ack Ltr\_No Proof w Attachment.PDF

**Sent on Behalf of Stephen A. Littleton**

\*\*\*

**From:** <mailto:>  
**Sent:** Thursday, August 20, 2020 11:14 AM  
**To:** Littleton, Stephen A  
**Cc:** Englande, Sherry M  
**Subject:** Shareholder Proposal Submission

**External Email - Think Before You Click**

Dear Mr. Littleton:

Attached, please find a shareholder proposal submitted for inclusion in your next proxy statement. As noted in my cover letter, please send all correspondence related to this proposal to my email address, as I do not currently have access to my office.

I look forward to continuing dialogue on these issues.

Sincerely,

Adam Kanzer



**BNP PARIBAS**  
ASSET MANAGEMENT

The asset manager for a changing world

---

**Adam M. Kanzer**  
Head of Stewardship - Americas

Follow us on Twitter: [@BNPPAM](https://twitter.com/BNPPAM)



Do not print this document unless it is necessary, consider the environment

Classification: Public

This message and any attachments (the "message") is intended solely for the intended addressees and is confidential. If you receive this message in error, or are not the intended recipient(s), please delete it and any copies from your systems and immediately notify

the sender. Any unauthorized view, use that does not comply with its purpose, dissemination or disclosure, either whole or partial, is prohibited. Since the internet cannot guarantee the integrity of this message which may not be reliable, BNP PARIBAS (and its subsidiaries) shall not be liable for the message if modified, changed or falsified. Do not print this message unless it is necessary, consider the environment.

---

Ce message et toutes les pieces jointes (ci-apres le "message") sont etablis a l'intention exclusive de ses destinataires et sont confidentiels. Si vous recevez ce message par erreur ou s'il ne vous est pas destine, merci de le detruire ainsi que toute copie de votre systeme et d'en avertir immediatement l'expediteur. Toute lecture non autorisee, toute utilisation de ce message qui n'est pas conforme a sa destination, toute diffusion ou toute publication, totale ou partielle, est interdite. L'Internet ne permettant pas d'assurer l'integrite de ce message electronique susceptible d'alteration, BNP Paribas (et ses filiales) decline(nt) toute responsabilite au titre de ce message dans l'hypothese ou il aurait ete modifie, deforme ou falsifie. N'imprimez ce message que si necessaire, pensez a l'environnement.



**BNP PARIBAS**  
**ASSET MANAGEMENT**

RECEIVED  
AUG 20 2020  
S.M. ENGLANDE

August 20, 2020

Mr. Stephen A. Littleton  
Secretary  
Exxon Mobil Corporation

*Via United Parcel Service and email (stephen.a.littleton@exxonmobil.com)*

Re: Shareholder Proposal Submission

Dear Mr. Littleton:

I am writing on behalf of BNP Paribas Asset Management (BNPP AM), the investment management arm of BNP Paribas. BNPP AM is a global asset manager with roughly \$490 billion in assets under management. Across our firm's portfolios, we hold more than 150,000 shares of ExxonMobil stock.

As you are aware, we are members of the Climate Action 100+ (CA100+) a global five-year initiative led by investors to engage systemically important greenhouse gas emitters across the global economy that have significant opportunities to drive the clean energy transition and help achieve the goals of the Paris Agreement. We are calling on companies to improve governance on climate change, curb emissions and strengthen climate-related financial disclosures.

As a parallel effort, we helped to launch a set of Investor Expectations on Corporate Climate Lobbying in Europe in 2018, followed by outreach to all U.S.-based CA100+ companies in September, on behalf of 200 institutional investors managing \$6.5 trillion.<sup>1</sup> The letter asked each company to publicly disclose how it ensures that all lobbying efforts are aligned with the goals of the Paris Agreement. The investors did not receive a response from ExxonMobil. By contrast, investors have reached agreement on this topic with more than a dozen European companies, including BP, Shell, Total, VW and Repsol.

As we have not received an adequate response from Exxon, we are submitting the attached proposal for inclusion in your next proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. We have held more than \$2,000 worth of ExxonMobil shares in our BNP Paribas Easy MSCI North America Ex Controversial Weapons portfolio for greater than one year, and will maintain ownership of the required number of shares through the date of the next stockholders' annual meeting. A letter verifying our ownership of ExxonMobil shares from our custodian is forthcoming, under separate cover. A representative of the filers will attend the stockholders' meeting to move the resolution as required by SEC Rules.

<sup>1</sup> You can find the Investor Expectations here:

<https://www.ceres.org/sites/default/files/INVESTOR%20EXPECTATIONS%20ON%20CORPORATE%20LOBBYING%20ON%20CLIMATE%20CHANGE%209.19.pdf>

We submitted a substantially similar proposal last year and had a call with Neil Hansen, but were unable to make any progress on our request. Unfortunately, Exxon chose to pursue a no-action letter rather than engage with us on our proposal, and the SEC granted Exxon's request. This proposal received a majority vote at Chevron's annual meeting, and a 46% vote at Delta Airlines.

We may be joined by other investors in submitting this proposal. Please consider BNP Paribas Asset Management as the lead filer.

We welcome the opportunity to discuss these issues further with you and hope that we may be able to reach agreement to allow us to withdraw the proposal. Due to the Covid-19 pandemic, I am currently working from home and can be reached at [redacted] or at [redacted]. Please send all correspondence relating to this proposal to my email address, as I will not be able to retrieve hard copies sent to my office.

Sincerely,



Adam M. Kanzer  
Head of Stewardship – Americas

cc:

Sherry M. Englande, Shareholder Relations Manager, Exxon Mobil Corporation (via email)

## **Climate Lobbying Report**

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

### **Supporting Statement**

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

ADAM KANZER

1 LBS 1 OF 1  
SHIP WT: 1 LBS  
DATE: 29 AUG 2020

SHIP MR...STEPHEN A. LITTLETON, SECRETARY  
TO:

This Package Has  
Been X-Rayed By  
Central Mail

IRVING TX 75039-2298



TX 752 9-72



UPS NEXT DAY AIR

1

TRACKING #: 1Z 179 BYY 01 6356 1544



BILLING: P-P

SEP 01 20

104 12.00H 22P 400 31 10 07/2020



U.S. POSTAGE AND FEES PAID BY ADDRESSEE. This service is provided by the United States Postal Service. All other services are provided by the United States Postal Service. © 2020 United States Postal Service. All rights reserved. PSN 7525-01-000-9000

**Exxon Mobil Corporation**  
5959 Las Colinas Boulevard  
Irving, Texas 75039-2298

**Stephen A. Littleton**  
Vice President, Investor Relations  
and Secretary



**VIA EMAIL**

August 24, 2020

Mr. Adam M. Kanzer  
Head of Stewardship - Americas  
BNP Paribas Asset Management

Dear Mr. Kanzer:

This will acknowledge receipt of the proposal concerning a Report on Climate Lobbying (the "Proposal"), which you have submitted on behalf of BNP Paribas Asset Management (the "Proponent") in connection with ExxonMobil's 2021 annual meeting of shareholders. However, your submission contains procedural deficiencies, which Securities and Exchange Commission ("SEC") regulations require us to bring to your attention.

**No Proof of Ownership**

In order to be eligible to submit a shareholder proposal, Rule 14a-8 (copy enclosed) requires a proponent to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year through and including the date the shareholder proposal was submitted. For this Proposal, the date of submission is August 20, 2020, which is the date the Proposal was received electronically by email.

The Proponent does not appear in our records as a registered shareholder. Moreover, to date we have not received proof that the Proponent has satisfied these ownership requirements. To remedy this defect, the Proponent must submit sufficient proof verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including August 20, 2020.

As explained in Rule 14a-8(b), 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 one-year period preceding and including August 20, 2020; 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 one-year eligibility 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 one-year period.

If the Proponent intends to demonstrate ownership by submitting a written statement from the "record" holder of their 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.

The Proponent can confirm whether its broker or bank is a DTC participant by asking its broker or bank or by checking the listing of current DTC participants, which is available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. 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 the Proponent needs to submit a written statement from its broker or bank verifying that the Proponent continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including August 20, 2020.
- If the Proponent's broker or bank is not a DTC participant, then the Proponent needs 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 one-year period preceding and including August 20, 2020. The Proponent 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, the Proponent 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 Proponent's account statements will generally be a DTC participant. If the DTC participant that holds the Proponent's shares knows the Proponent's broker's or bank's holdings, but does not know the Proponent's holdings, the Proponent needs to satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that for the one-year period preceding and including August 20, 2020, the required amount of securities were continuously held – one from the Proponent's broker or bank, confirming the Proponent's ownership, and the other from the DTC participant, confirming the broker or bank's ownership.

#### No Authorization

We note that the Proposal does not include proper documentation of authority from the shareholder to BNP Paribas Asset Management as the representative to submit the proposal. Pursuant to SEC Staff Legal Bulletin 14I, the submission of a proposal by proxy (i.e., by a representative rather than by the shareholder directly) must include proper documentation describing the shareholder's delegation of authority to the proxy.

This documentation must:

- identify the shareholder-proponent and the person or entity selected as proxy;
- identify the company to which the proposal is directed;
- identify the annual or special meeting for which the proposal is submitted;
- identify the specific proposal to be submitted (e.g., proposal to lower the threshold for calling a special meeting from 25% to 10%); and
- be signed and dated by the shareholder.

The SEC's rules require that 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 \_\_\_\_\_, or by email to \_\_\_\_\_.

You should note that, if the Proposal is not withdrawn or excluded, the Proponent or the Proponent's representative, who is qualified under New Jersey law to present the Proposal on the Proponent's 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 the Proponent intends for a representative to present the Proposal, the Proponent must provide documentation that specifically identifies their intended representative by name and specifically authorizes the representative to act as the Proponent'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 the Proponent'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 and present it at the admissions desk, together with photo identification if requested, so that our counsel may verify the representative's authority to act on the Proponent's 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 the lead filer has 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.

Adam M. Kanzer  
Page 4

We are interested in discussing this Proposal and will contact you in the near future.

Sincerely,

A handwritten signature in black ink, appearing to be "S. Kanzer", written in a cursive style.

SAL/tlb

Enclosures

Clouthier, Marie A

---

**From:**  
**Sent:** Tuesday, August 25, 2020 10:31 AM  
**To:** Clouthier, Marie A  
**Cc:** Englande, Sherry M; Littleton, Stephen A  
**Subject:** RE: Shareholder Proposal Submission  
**Attachments:** POSITION CERTIFICATE.pdf

**Categories:** External Sender

## External Email - Think Before You Click

Dear Ms. Clouthier –

Attached, please find a letter from our custodian attesting to our ownership of the required number of shares to submit our shareholder proposal. Please let me know if you require anything else.

Sincerely,

Adam Kanzer



The asset manager for a changing world

---

Adam M. Kanzer  
Head of Stewardship - Americas

Follow us on Twitter: [@BNPPAM](https://twitter.com/BNPPAM)

 Do not print this document unless it is necessary, consider the environment

Classification: Public

**From:** Clouthier, Marie A  
**Sent:** Monday, August 24, 2020 3:50 PM  
**To:** KANZER Adam  
**Subject:** RE: Shareholder Proposal Submission

**Sent on Behalf of Stephen A. Littleton**

\*\*\*

**From:**  
**Sent:** Thursday, August 20, 2020 11:14 AM  
**To:** Littleton, Stephen A

Cc: Englande, Sherry M  
Subject: Shareholder Proposal Submission

**External Email - Think Before You Click**

Dear Mr. Littleton:

Attached, please find a shareholder proposal submitted for inclusion in your next proxy statement. As noted in my cover letter, please send all correspondence related to this proposal to my email address, as I do not currently have access to my office.

I look forward to continuing dialogue on these issues.

Sincerely,

Adam Kanzer



The asset manager for a changing world

---

Adam M. Kanzer  
Head of Stewardship - Americas

Follow us on Twitter: [@BNPPAM](https://twitter.com/BNPPAM)

 Do not print this document unless it is necessary, consider the environment

Classification: Public

This message and any attachments (the "message") is intended solely for the intended addressees and is confidential. If you receive this message in error, or are not the intended recipient(s), please delete it and any copies from your systems and immediately notify the sender. Any unauthorized view, use that does not comply with its purpose, dissemination or disclosure, either whole or partial, is prohibited. Since the internet cannot guarantee the integrity of this message which may not be reliable, BNP PARIBAS (and its subsidiaries) shall not be liable for the message if modified, changed or falsified. Do not print this message unless it is necessary, consider the environment.

---

Ce message et toutes les pièces jointes (ci-après le "message") sont établis à l'intention exclusive de ses destinataires et sont confidentiels. Si vous recevez ce message par erreur ou s'il ne vous est pas destiné, merci de le détruire ainsi que toute copie de votre système et d'en avvertir immédiatement l'expéditeur. Toute lecture non autorisée, toute utilisation de ce message qui n'est pas conforme à sa destination, toute diffusion ou toute publication, totale ou partielle, est interdite. L'Internet ne permettant pas d'assurer l'intégrité de ce message électronique susceptible d'altération, BNP Paribas (et ses filiales) décline(nt) toute responsabilité au titre de ce message dans l'hypothèse



**POSITION CERTIFICATE**

Dear Madam, dear Sir,

We, BNP PARIBAS Securities Services, as custodian for BNP PARIBAS Asset Management, are pleased to inform you that as of 20/08/2020, errors or omissions excepted, the following fund position is recorded in our books :

**Account Label :** BNP PARIBAS EASY – MSCI NORTH AMERICA EX CW

**Account Number :**

**Isin code :** US30231G1022

**Name of Securities :** EXXON MOBIL CORP

**Country :** UNITED STATES

**Position :** 63880

Please note that the position on Isin US30231G1022, account \_\_\_\_\_, had a market value of at least \$ 2,000.00 for at least twelve months prior to, and including, said date of 20/08/2020.

Sincerely yours.

**Stephane BAUCHOT**  
Corporate Action Group Manager

**Gaëlle Plique-Lorrain**  
BSO - Head of Global Custody Operations

**Broussard, Jenifer L**

---

**From:**  
**Sent:** Wednesday, December 9, 2020 2:22 PM  
**To:** Broussard, Jenifer L  
**Subject:** RE: ExxonMobil Would Like to Schedule a Teleconference to Discuss Your Report on Climate Lobbying Proposal

**Categories:** External Sender

**External Email - Think Before You Click**

Jennifer –

I'd be happy to speak with Mr. Littleton at 2 CT on the 13<sup>th</sup>. I will let you know if any of my co-filers are interested in joining the call.

Sincerely,

Adam



**BNP PARIBAS**  
**ASSET MANAGEMENT**

The asset manager for a changing world

---

Adam M. Kanzer  
Head of Stewardship - Americas

Follow us on Twitter: [@BNFPAM](https://twitter.com/BNFPAM)

Do not print this document unless it is necessary, consider the environment

Classification: Public

**From:** Broussard, Jenifer L  
**Sent:** Wednesday, December 9, 2020 2:32 PM  
**To:** KANZER Adam  
**Subject:** ExxonMobil Would Like to Schedule a Teleconference to Discuss Your Report on Climate Lobbying Proposal

Dear Mr. Kanzer,

We hope that this email finds you well. Stephen Littleton would like to schedule a call to discuss your proposal regarding a report on climate lobbying for inclusion in the 2021 Proxy Statement.

Below you will find suggested date/time (Central Time) slots. We plan for the call to be no longer than 50 minutes. We believe proponent engagement is important and value your perspective on this proposal. so we appreciate your willingness to meet. Please respond to Jenifer Broussard at timing as soon as convenient. with your preferred

**Wednesday, 1/13/2021**

2:00-2:50PM

**Monday, 1/18/2021**

11:00-11:50AM

We look forward to talking with you soon.

Kind Regards,

**Jenifer L. Broussard**  
**Shareholder Relations Team**  
**Exxon Mobil Corporation**

This message and any attachments (the "message") is intended solely for the intended addressees and is confidential. If you receive this message in error, or are not the intended recipient(s), please delete it and any copies from your systems and immediately notify the sender. Any unauthorized view, use that does not comply with its purpose, dissemination or disclosure, either whole or partial, is prohibited. Since the internet cannot guarantee the integrity of this message which may not be reliable, BNP PARIBAS (and its subsidiaries) shall not be liable for the message if modified, changed or falsified. Do not print this message unless it is necessary, consider the environment.

---

Ce message et toutes les piéces jointes (ci-après le "message") sont établis à l'intention exclusive de ses destinataires et sont confidentiels. Si vous recevez ce message par erreur ou s'il ne vous est pas destiné, merci de le détruire ainsi que toute copie de votre système et d'en avvertir immédiatement l'expéditeur. Toute lecture non autorisée, toute utilisation de ce message qui n'est pas conforme à sa destination, toute diffusion ou toute publication, totale ou partielle, est interdite. L'Internet ne permettant pas d'assurer l'intégrité de ce message électronique susceptible d'altération, BNP Paribas (et ses filiales) décline(nt) toute responsabilité au titre de ce message dans l'hypothèse où il aurait été modifié, déformé ou falsifié. N'imprimez ce message que si nécessaire, pensez à l'environnement.

**Broussard, Jenifer L**

---

**Subject:** Proponent Call: Report on Climate Lobbying  
**Location:** Skype Meeting (Irving Conf Rm 2609)

**Start:** Wed 1/13/2021 2:00 PM  
**End:** Wed 1/13/2021 2:50 PM  
**Show Time As:** Tentative

**Recurrence:** (none)

**Meeting Status:** Not yet responded

**Organizer:** Broussard, Jenifer L

**Required Attendees:** Littleton, Stephen A; Englande, Sherry M

*Sent on behalf of Stephen Littleton*

---

→ [Join Skype Meeting](#)

Trouble Joining? [Try Skype Web App](#)

**Join by phone**

(USA, Dallas)

English (United States)

[Find a local number](#)

**Conference ID**

[Forgot your dial-in PIN?](#) | [Help](#)

---

**Broussard, Jenifer L**

---

**From:**  
**Sent:** Wednesday, December 9, 2020 3:37 PM  
**To:** Broussard, Jenifer L  
**Subject:** Accepted: Proponent Call: Report on Climate Lobbying  
**Categories:** External Sender

**External Email - Think Before You Click**

This message and any attachments (the "message") is intended solely for the intended addressees and is confidential. If you receive this message in error, or are not the intended recipient(s), please delete it and any copies from your systems and immediately notify the sender. Any unauthorized view, use that does not comply with its purpose, dissemination or disclosure, either whole or partial, is prohibited. Since the internet cannot guarantee the integrity of this message which may not be reliable, BNP PARIBAS (and its subsidiaries) shall not be liable for the message if modified, changed or falsified. Do not print this message unless it is necessary, consider the environment.

---

Ce message et toutes les piéces jointes (ci-après le "message") sont établis à l'intention exclusive de ses destinataires et sont confidentiels. Si vous recevez ce message par erreur ou s'il ne vous est pas destiné, merci de le détruire ainsi que toute copie de votre système et d'en avvertir immédiatement l'expéditeur. Toute lecture non autorisée, toute utilisation de ce message qui n'est pas conforme à sa destination, toute diffusion ou toute publication, totale ou partielle, est interdite. L'Internet ne permettant pas d'assurer l'intégrité de ce message électronique susceptible d'altération, BNP Paribas (et ses filiales) décline(nt) toute responsabilité au titre de ce message dans l'hypothèse où il aurait été modifié, déformé ou falsifié. N'imprimez ce message que si nécessaire, pensez à l'environnement.

**Bates, Tamara L**

---

**From:** Littleton, Stephen A  
**Sent:** Thursday, December 3, 2020 10:58 AM  
**To:** Englande, Sherry M  
**Subject:** FW: BMO GAM Exxon Mobil Attestation from custodian  
**Attachments:** ExxonMobil BMO GAM holding\_StStreet Attestation.pdf

**From:** Hakim, Zubair [mailto:ZHAKIM@StateStreet.com]  
**Sent:** Monday, November 30, 2020 8:50 AM  
**To:** Littleton, Stephen A  
**Cc:** van den Beemt, Rosa <Rosa.vandenBeemt@bmo.com>  
**Subject:** BMO GAM Exxon Mobil Attestation from custodian

RECEIVED  
DEC 3 2020  
S.M. ENGLAND

**External Email - Think Before You Click**

**Information Classification:** Limited Access

Hi Stephen,

See attached attestation for BMO Asset Management, Inc holdings of Exxon Mobil.

Thanks,

**Zubair Hakim**

**Assistant Vice President, Client Service Delivery**

State Street Trust Company, Canada | Investor Services, Canada | State Street Financial Centre 1100-30 Adelaide St E, Toronto, ON M5C 3G6  
P 1 647-775-5012 | [zhakim@statestreet.com](mailto:zhakim@statestreet.com)

[www.statestreet.com/ca](http://www.statestreet.com/ca)

**Go green.** Consider the environment before printing this email

The information contained in this email and any attachments have been classified as limited access and/or privileged State Street information/communication and is intended solely for the use of the named addressee(s). If you are not an intended recipient or a person responsible for delivery to an intended recipient, please notify the author and destroy this email. Any unauthorized copying, disclosure, retention or distribution of the material in this email is strictly forbidden.



Mr. Stephen A. Littleton  
Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298  
USA

*Via email:*

November 30, 2020

RE: BMO S+P 500 INDEX ETF

**Letter of Verification of Ownership**

Dear Mr. Littleton,

We, State Street Trust Company Canada, have been appointed to act as custodian to the BMO S+P 500 INDEX ETF (the "Fund"), managed by BMO Asset Management, Inc. In our capacity as custodian, we confirm that the Fund holds 100 shares (valued at, at least \$2,000USD) of Exxon Mobil Corporation common stock (Cusip 30231G102).

As of November 30, 2020, we confirm that the Fund has held the one hundred (100) shares of common stock for at least one year.

Sincerely,

Name: Zubair Hakim

Title : AVP Client Service Delivery

Signature

A handwritten signature in black ink, appearing to read "Zubair Hakim", written over a horizontal line.

## Bates, Tamara L

---

**From:** Littleton, Stephen A  
**Sent:** Friday, December 4, 2020 11:51 AM  
**To:** Englande, Sherry M  
**Subject:** FW: BMO GAM co-filing Climate Lobbying proposal at 2021 Exxon AGM  
**Attachments:** XOM 2020 Climate Lobbying Proposal FINAL.pdf; ExxonMobil - Co-filing Climate Lobbying Report resolution BMO GAM - 30112020 FINAL.pdf; ExxonMobil BMO GAM holding\_StStreet Attestation.pdf

**From:** van den Beemt, Rosa [mailto:Rosa.vandenBeemt@bmo.com]  
**Sent:** Friday, December 4, 2020 9:38 AM  
**To:** Littleton, Stephen A  
**Cc:** adam.kanzer@bnpparibas.com; Van Stijn, Pieter <Pieter.VanStijn@bmogam.com>; LAZAROVA, KALINA <KALINA.LAZAROVA@bmogam.com>  
**Subject:** BMO GAM co-filing Climate Lobbying proposal at 2021 Exxon AGM

### External Email - Think Before You Click

Dear Mr. Littleton,

We hope this email finds you well. I am writing to you on behalf of BMO Global Asset Management (BMO GAM), shareholder in Exxon Mobil Corporation. Please see enclosed our intention to co-file the attached shareholder resolution on climate lobbying at Exxon Mobil's 2021 AGM, alongside lead filer BNP Paribas Asset Management. Adam Kanzer ('cced) from BNPP AM has full authority to act on our behalf, including withdrawing the proposal.

Attached are:

- BMO Global Asset Management's co-filing letter
- A copy verification letter of BMO GAM's ownership of Exxon Mobil shares by our custodian State Street, which was also sent to you directly by State Street.
- A copy of the shareholder proposal.

Physical versions of all documents have also been sent by courier.

Please don't hesitate to reach out if you have any inquiries about the attached. We look forward to continued engagement with Exxon on this topic.

Kind regards,

Rosa van den Beemt | Vice President, Responsible Investment Analyst  
**BMO Global Asset Management** | 1 First Canadian Place, 43rd Floor | Toronto, ON, M5X1A1  
Phone (mobile): +1 647-334-1756 | Email: [Rosa.vandenBeemt@bmo.com](mailto:Rosa.vandenBeemt@bmo.com)

Visit us at [bmogam.com](http://bmogam.com)

**Rosa van den Beemt**  
VP, Responsible Investment  
BMO Global Asset Management

BMO Asset Management Inc.  
First Canadian Place  
100 King Street West, 43<sup>rd</sup> Floor  
Toronto, ON M5K 1J5

Tel: +1 647-334-1756  
[rosa.vandenbeemt@bmo.com](mailto:rosa.vandenbeemt@bmo.com)

November 30, 2020

Mr. Stephen A. Littleton  
Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298  
USA

Via courier and email:

**RE: Shareholder Proposal to Exxon Mobil, filed by BNP Paribas Asset Management**

Dear Mr. Littleton,

On behalf BMO Asset Management, Inc., I write to give notice that pursuant to the 2021 proxy statement of Exxon Mobil Corporation (Exxon) and Rule 14a-8 under the Securities Exchange Act of 1934, BMO Asset Management, Inc. intends to co-file the attached proposal with lead filer BNP Paribas Asset Management (BNPP AM) at the 2021 annual meeting of shareholders.

BMO Asset Management, Inc. is a beneficial owner of a hundred shares (or at least \$2,000) and has held these shares for over one year. In addition, BMO Asset Management, Inc. intends to hold the shares through the date on which the Annual Meeting is held. Our custodian will be sending you confirmation of the shares held by BMO Asset Management, Inc through its BMO S+P 500 INDEX ETF no later than December 10th, 2020. A copy of this is enclosed.

As members of the Climate Action 100+ (CA100+) we supported the outreach to U.S.-based CA100+ companies in September, on behalf of 200 institutional investors managing \$6.5 trillion, related to the Investor Expectations on Corporate Climate Lobbying. The letter asked each company to publicly disclose how it ensures that all lobbying efforts are aligned with the goals of the Paris Agreement. The investors did not receive a response from ExxonMobil. By contrast, investors have reached agreement on this topic with more than a dozen European companies, including BP, Shell, Total, VW and Repsol.

Lead-filer Adam Kanzer at BNP Paribas Asset Management will be our representative regarding this resolution with full authority to act on behalf of the co-filers, including withdrawal of the proposal. He can be reached at [adam.kanzer@bnpparibas.com](mailto:adam.kanzer@bnpparibas.com).

Sincerely,

Rosa van den Beemt  
Vice President, Responsible Investment  
BMO Global Asset Management

Pieter van Stijn  
Director, Responsible Investment  
BMO Global Asset Management

## Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

### Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.



Mr. Stephen A. Littleton  
Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298  
USA

*Via email:*

November 30, 2020

RE: BMO S+P 500 INDEX ETF

**Letter of Verification of Ownership**

Dear Mr. Littleton,

We, State Street Trust Company Canada, have been appointed to act as custodian to the BMO S+P 500 INDEX ETF (the "Fund"), managed by BMO Asset Management, Inc. In our capacity as custodian, we confirm that the Fund holds 100 shares (valued at, at least \$2,000USD) of Exxon Mobil Corporation common stock (Cusip 30231G102).

As of November 30, 2020, we confirm that the Fund has held the one hundred (100) shares of common stock for at least one year.

Sincerely,

Name: Zubair Hakim

Title : AVP Client Service Delivery

Signature

A handwritten signature in black ink that reads "Zubair Hakim".

**Rosa van den Beemt**  
VP, Responsible Investment  
BMO Global Asset Management

RECEIVED

DEC 8 2020

S.M. ENGLANDE

BMO Asset Management Inc.  
First Canadian Place  
100 King Street West, 43<sup>rd</sup> Floor  
Toronto, ON M5K 1J5

Tel: +1 647-334-1756  
[rosa.vandenbeemt@bmo.com](mailto:rosa.vandenbeemt@bmo.com)

November 30, 2020

Mr. Stephen A. Littleton  
Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298  
USA

Via courier and email:

**RE: Shareholder Proposal to Exxon Mobil, filed by BNP Paribas Asset Management**

Dear Mr. Littleton,

On behalf BMO Asset Management, Inc., I write to give notice that pursuant to the 2021 proxy statement of Exxon Mobil Corporation (Exxon) and Rule 14a-8 under the Securities Exchange Act of 1934, BMO Asset Management, Inc. intends to co-file the attached proposal with lead filer BNP Paribas Asset Management (BNPP AM) at the 2021 annual meeting of shareholders.

BMO Asset Management, Inc. is a beneficial owner of a hundred shares (or at least \$2,000) and has held these shares for over one year. In addition, BMO Asset Management, Inc. intends to hold the shares through the date on which the Annual Meeting is held. Our custodian will be sending you confirmation of the shares held by BMO Asset Management, Inc through its BMO S+P 500 INDEX ETF no later than December 10th, 2020. A copy of this is enclosed.

As members of the Climate Action 100+ (CA100+) we supported the outreach to U.S.-based CA100+ companies in September, on behalf of 200 institutional investors managing \$6.5 trillion, related to the Investor Expectations on Corporate Climate Lobbying. The letter asked each company to publicly disclose how it ensures that all lobbying efforts are aligned with the goals of the Paris Agreement. The investors did not receive a response from ExxonMobil. By contrast, investors have reached agreement on this topic with more than a dozen European companies, including BP, Shell, Total, VW and Repsol.

Lead-filer Adam Kanzer at BNP Paribas Asset Management will be our representative regarding this resolution with full authority to act on behalf of the co-filers, including withdrawal of the proposal. He can be reached at [adam.kanzer@bnpparibas.com](mailto:adam.kanzer@bnpparibas.com).

Sincerely,

Rosa van den Beemt  
Vice President, Responsible Investment  
BMO Global Asset Management

Pieter van Stijn  
Director, Responsible Investment  
BMO Global Asset Management



Mr. Stephen A. Littleton  
Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298  
USA

*Via email:*

November 30, 2020

RE: BMO S+P 500 INDEX ETF

**Letter of Verification of Ownership**

Dear Mr. Littleton,

We, State Street Trust Company Canada, have been appointed to act as custodian to the BMO S+P 500 INDEX ETF (the "Fund"), managed by BMO Asset Management, Inc. In our capacity as custodian, we confirm that the Fund holds 100 shares (valued at, at least \$2,000USD) of Exxon Mobil Corporation common stock (Cusip 30231G102).

As of November 30, 2020, we confirm that the Fund has held the one hundred (100) shares of common stock for at least one year.

Sincerely,

Name: Zubair Hakim

Title : AVP Client Service Delivery

Signature

## Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

### Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

This Package Has  
Been X-Rayed By  
Central Mail

136-234

ROSA VAN DEN DEEMT  
6473341758  
BANK OF MONTREAL (F9418)  
2-85 HOGARTH AVENUE  
TORONTO ON M4K1K5  
CANADA

0.1 LBS ENV 1 OF 1

SHP#: 74XY 0133 874  
SHP WT: 0.1 LBS  
DATE: 03 DEC 2020

SHIP TO:  
MR. STEPHEN A. LITTLETON, SECRETARY  
9729406000  
EXXON MOBIL CORPORATION  
5959 LAS COLINAS BOULEVARD  
IRVING TX 75039-4202  
UNITED STATES



TX 752 9-72



UPS SAVER

TRACKING #: 1Z 74X Y01 04 0002 0817

1P



BILLING: P/P  
DESC: DOCUMENTS

EDI-DOC

COST CENTRE: F9418



CS 21.0 12 16AC VV59 30.0A 1122020\*



RE: Co-filing shareholder proposal 2021 AGM  
BMO Global Asset Management

EXXON MOBIL CORPORATION  
5859 LAS COLINAS BLVD  
IRVING TX 75039  
P: RED777 S: 777BW 1:7S  
1419-1300  
1Z74X1C1040002 0817  
SAT 08:00 09:55 & 07:30 07:30:00  
US 75039 N1995 24 2 SAT0848994  
2330



**VIA UPS – OVERNIGHT DELIVERY**

December 8, 2020

Ms. Rosa van den Beemt  
Vice President, Responsible Investment  
BMO Global Asset Management  
100 King Street West, 43rd Floor  
Toronto, ON M5K 1J5

Dear Ms. van den Beemt:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of BMO Global Asset Management (the "Co-filer") the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. However, as explained in more detail below there are deficiencies in your submission that must be corrected in order to establish that you are eligible to submit a proposal – including as a co-filer – under SEC Rule 14a-8 (copy enclosed).

In order to be eligible to submit a shareholder proposal, Rule 14a-8 requires a co-filer to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. For this Proposal, the date of submission is December 4, 2020, which is the date the package was received electronically by email.

The Co-filer does not appear in our records as a registered shareholder. Moreover, the letter provided by State Street only establishes Proponent's continuous ownership of sufficient ExxonMobil shares for the period to and including November 30, 2020, not the date of the Proposal December 4, 2020. To remedy this defect, the Co-filer must submit sufficient proof verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including December 4, 2020.

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

- a written statement from the "record" holder of the Co-filer's shares (usually a broker or a bank) verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 4, 2020; or

- if the Co-filer 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 Co-filer's ownership of the requisite number of ExxonMobil shares as of or before the date on which the one-year eligibility 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 Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period.

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.

The Co-filer can confirm whether its broker or bank is a DTC participant by asking its broker or bank or by checking the listing of current DTC participants, which may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- If the Co-filer's broker or bank is a DTC participant, then the Co-filer needs to submit a written statement from its broker or bank verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 4, 2020.
- If the Co-filer's broker or bank is not a DTC participant, then the Co-filer needs to submit proof of ownership from the DTC participant through which the securities are held verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 4, 2020. The Co-filer should be able to find out who this DTC participant is by asking the Co-filer's broker or bank. If the Co-filer's broker is an introducing broker, the Co-filer may also be able to learn the identity and telephone number of the DTC participant through the Co-filer's account statements because the clearing broker identified on the Co-filer's account statements will generally be a DTC participant. If the DTC participant that holds the Co-filer's shares knows the Co-filer's broker's or bank's holdings, but does not know the Co-filer's holdings, the Co-filer needs to satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that for the one-year period preceding and including December 4, 2020, the required amount of securities were continuously held – one from the Co-filer's broker or bank, confirming the Co-filer's ownership, and the other from the DTC participant, confirming the broker or bank's ownership. The SEC's rules require that 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 \_\_\_\_\_, or by email to \_\_\_\_\_.

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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 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.

Sincerely,

A handwritten signature in cursive script, appearing to read "Shery Eglar".

SME/tlb

Enclosures

## Englande, Sherry M

---

**From:** Englande, Sherry M  
**Sent:** Monday, January 04, 2021 10:07 AM  
**To:** 'adam.kanzer@bnpparibas.com'; Smith, Timothy  
**Subject:** Announcing ExxonMobil's New Lobbying and Trade Association Disclosure

Hello Adam & Tim –

Happy New Year! I hope both of you and all of the BNP Paribas and Boston Trust Teams enjoyed a wonderful break and are looking forward to an exciting New Year!

I wanted to make you aware of ExxonMobil's latest disclosure enhancement. In response to investor feedback from yourselves and others, ExxonMobil released new disclosure designed to enhance transparency related to Lobbying and Advocacy. Our newly designed web content provides greater disclosure of key issues to our business and offers additional insight into ExxonMobil's participation in trade associations, including the process and principles we use each year to assess such memberships, and a listing of trade associations involved in lobbying that receive support of \$100,000 or more from ExxonMobil or its affiliates. Our new disclosure can be accessed on our website at this link:

<https://corporate.exxonmobil.com/Company/Policy/Political-contributions-and-lobbying>

I hope that you find our new disclosure helpful and informative.

Thank you and Happy New Year!

Sherry

**Sherry M. Englande**  
ESG Engagement Manager

**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:** adam.kanzer@bnpparibas.com  
**Sent:** Monday, January 04, 2021 10:20 AM  
**To:** Englande, Sherry M; Smith, Timothy  
**Subject:** RE: Announcing ExxonMobil's New Lobbying and Trade Association Disclosure

**Categories:** External Sender

### External Email - Think Before You Click

Sherry --

Thanks very much for sharing – very good to see Exxon's recent announcements, including this expansion of your lobbying disclosures. I look forward to reading through this in anticipation of our call next week. I will also be sending you a list of co-filers that have asked to join our call on the 13<sup>th</sup>.

Happy New Year,

Adam

Classification: Public

**From:** Englande, Sherry M  
**Sent:** Monday, January 4, 2021 11:09 AM  
**To:** KANZER Adam <adam.kanzer@bnpparibas.com>; Smith, Timothy <tsmith@bostontrustwalden.com>  
**Subject:** Announcing ExxonMobil's New Lobbying and Trade Association Disclosure

Hello Adam & Tim --

Happy New Year! I hope both of you and all of the BNP Paribas and Boston Trust Teams enjoyed a wonderful break and are looking forward to an exciting New Year!

I wanted to make you aware of ExxonMobil's latest disclosure enhancement. In response to investor feedback from yourselves and others, ExxonMobil released new disclosure designed to enhance transparency related to Lobbying and Advocacy. Our newly designed web content provides greater disclosure of key issues to our business and offers additional insight into ExxonMobil's participation in trade associations, including the process and principles we use each year to assess such memberships, and a listing of trade associations involved in lobbying that receive support of \$100,000 or more from ExxonMobil or its affiliates. Our new disclosure can be accessed on our website at this link:

<https://corporate.exxonmobil.com/Company/Policy/Political-contributions-and-lobbying>

I hope that you find our new disclosure helpful and informative.

Thank you and Happy New Year!  
Sherry



## Boston Trust Walden

Principled Investing.

RECEIVED

AUG 26 2020

S.M. ENGLANDE

August 26, 2020

Mr. Stephen A. Littleton  
Corporate Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

Dear Mr. Littleton:

Boston Trust Walden Company is a private, employee-owned investment management firm with over approximately \$10 billion in assets under management. As part of our investment decision-making process to identify high quality companies with sustainable business models, we evaluate environmental, social, and governance (ESG) factors. We also strive to strengthen ESG policies, practices and accountability through shareholder engagement and proxy voting.

On behalf of our clients who hold shares of Exxon Mobil stock, Boston Trust Walden is co-filing the enclosed shareholder resolution BNP Paribas Asset Management (BNPP AM), who is the primary filer. We hold approximately 438,000 shares in ExxonMobil.

We are filing the enclosed shareholder proposal for inclusion in the 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. We are the beneficial owner, as defined in Rule 13d-3 of the Securities Exchange Act of 1934, of the above mentioned of Exxon Mobil shares.

We have been a shareholder for more than one year continuously holding over \$2,000 of Exxon Mobil shares and will continue to hold over \$2,000 shares of Exxon Mobil stock through the next annual meeting. Verification of our ownership position will be provided by a DTC participant. A representative of the filers will attend the stockholders' meeting to move the resolution as required by SEC rules. We look forward to continuing our meaningful dialogue with top management on this matter. We deputize BNP Paribas Asset Management to act on our behalf and withdraw the resolution.

Please contact me at [tsmith@bostontrustwalden.com](mailto:tsmith@bostontrustwalden.com) (617-726-7155) if there are any questions.

Sincerely,

Timothy Smith  
Senior Vice President  
Director of ESG Shareholder Engagement

Cc: Adam Kanzer, BNP Paribas Asset Management  
Sherry Englande, ExxonMobil

## Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

### Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

## **Bates, Tamara L**

---

**From:** Englande, Sherry M  
**Sent:** Wednesday, August 26, 2020 12:35 PM  
**To:** Kern, David A; Parsons, Jim E  
**Cc:** Bates, Tamara L  
**Subject:** FW: BTW Exxon Climate Lobbying Proposal  
**Attachments:** XOM 2020 Climate Lobbying Proposal FINAL.pdf; XOM Lobbying Cover letter\_8-20.docx

David & Jim - Looks like Adam Kanzer is now aligned with Tim Smith

Tami – Can you please begin our process for this cofiling?

**From:** Smith, Timothy [mailto:[tsmith@bostontrustwalden.com](mailto:tsmith@bostontrustwalden.com)]  
**Sent:** Wednesday, August 26, 2020 12:21 PM  
**To:** Littleton, Stephen A  
**Cc:** Englande, Sherry M ; adam kanzer ([adam.kanzer@bnpparibas.com](mailto:adam.kanzer@bnpparibas.com))  
<[adam.kanzer@bnpparibas.com](mailto:adam.kanzer@bnpparibas.com)>  
**Subject:** FW: BTW Exxon Climate Lobbying Proposal

### **External Email - Think Before You Click**

Dear Mr. Littleton,

I enclose a letter from Boston Trust Walden cofiling the resolution you have received from BNP Paribas Asset Management on climate lobbying. We look forward to continuing the dialogue with you and your colleagues.

---

Timothy Smith  
Director of ESG Shareowner Engagement  
Boston Trust Walden | Principled Investing.  
1 Beacon Street, 33<sup>rd</sup> Floor, Boston, MA 02108  
Office Phone: 617.726.7155  
Email: [tsmith@bostontrustwalden.com](mailto:tsmith@bostontrustwalden.com)  
Website: [www.bostontrustwalden.com](http://www.bostontrustwalden.com)

---

Instructions or requests transmitted by email are not effective until they have been confirmed by Boston Trust Walden. The information provided in this e-mail or any attachments is not an official transaction confirmation or account statement. For your protection, do not include account numbers, Social Security numbers, passwords or other non-public information in your e-mail.

This message and any attachments may contain confidential or proprietary information. If you are not the intended recipient, please notify Boston Trust Walden immediately by replying to this message and deleting it from your computer. Please do not review, copy or distribute this message. Boston Trust Walden cannot accept responsibility for the security of this e-mail as it has been transmitted over a public network.

## Englande, Sherry M

---

**From:** Englande, Sherry M  
**Sent:** Tuesday, September 01, 2020 7:08 PM  
**To:** 'Smith, Timothy'  
**Subject:** RE: Exxon Mobil Proof of Ownership

Hi Tim –  
I appreciate you sending the ownership verification.  
We'll review and add it to your file.  
I hope all is well with you and the Boston Trust team.  
Thank you again –  
Sherry

**From:** Smith, Timothy [mailto:[tsmith@bostontrustwalden.com](mailto:tsmith@bostontrustwalden.com)]  
**Sent:** Tuesday, September 01, 2020 2:33 PM  
**To:** Englande, Sherry M  
**Cc:** adam kanzer ([adam.kanzer@bnpparibas.com](mailto:adam.kanzer@bnpparibas.com)) <[adam.kanzer@bnpparibas.com](mailto:adam.kanzer@bnpparibas.com)>; Smith, Timothy <[tsmith@bostontrustwalden.com](mailto:tsmith@bostontrustwalden.com)>  
**Subject:** Fwd: Exxon Mobil Proof of Ownership

External Email - Think Before You Click

---

Greetings Sherry ,  
I enclose our proof of ownership letter from our custodian in support of the resolution we cofiled with BNP Paribas Asset Management on climate lobbying,  
Tim Smith

**Melissa A Wolf**  
Assistant Vice President | Invest Svcs Account Manager  
p. 513.639.6150 | [melissa.wolf@usbank.com](mailto:melissa.wolf@usbank.com)  
**U.S. Bank**  
**US Bank Tower Cincinnati**  
425 Walnut St 5th Floor, Cincinnati, OH 45202 |

---

Instructions or requests transmitted by email are not effective until they have been confirmed by Boston Trust Walden. The information provided in this e-mail or any attachments is not an official transaction confirmation or account statement. For your protection, do not include account numbers, Social Security numbers, passwords or other non-public information in your e-mail.

This message and any attachments may contain confidential or proprietary information. If you are not the intended recipient, please notify Boston Trust Walden immediately by replying to this message and deleting it from your computer. Please do not review, copy or distribute this message. Boston Trust Walden cannot accept responsibility for the security of this e-mail as it has been transmitted over a public network.



Investment Advisor Services  
425 Walnut Street  
Cincinnati, OH 45202

[usbank.com/globalfundservices](http://usbank.com/globalfundservices)

August 26, 2020

To Whom It May Concern:

U.S. Bank is the sub custodian for Boston Trust Walden.

In connection with a shareholder proposal submitted by Boston Trust Walden on August 26, 2020 we are writing to confirm that Boston Trust Walden has had beneficial ownership of a least \$2,000 in market value of the voting securities of Exxon Mobil (30231G102) and that such beneficial ownership has existed continuously for one or more years in accordance with rule 14a-8(a)(1) of the Securities Exchange Act of 1934.

U.S. Bank is a DTC participant.

Sincerely,

A handwritten signature in black ink that reads "M Wolf". The signature is written in a cursive, slightly slanted style.

Melissa Wolf

Assistant Vice President, Client Service Manager

Investment Services

**Exxon Mobil Corporation**  
5959 Las Colinas Boulevard  
Irving, Texas 75039-2298

**Sherry M. Englande**  
Manager, ESG Engagement

**ExxonMobil**

**VIA UPS – OVERNIGHT DELIVERY**

September 9, 2020

Mr. Timothy Smith  
Senior Vice President  
Director of ESG Shareholder Engagement  
Boston Trust Walden  
One Beacon Street  
Boston, MA 02108

Dear Mr. Smith:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Boston Trust Walden (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. By copy of a letter from US Bank, share ownership has been verified.

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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.

Sincerely,



SME/tlb

## Englande, Sherry M

---

**From:** Englande, Sherry M  
**Sent:** Friday, October 02, 2020 2:22 PM  
**To:** Bates, Tamara L; Clouthier, Marie A  
**Subject:** FW: Co-filing Shareholder Resolution with BNP Paribas Asset Management  
**Attachments:** 2021 Co Filer ExxonMobil SJP 2 Oct 2020.pdf; XOM 2021 Climate Lobbying Proposal.pdf

Co-filing for Climate Lobbying

**From:** Robert Wotypka [mailto:robertw@thecapuchins.org]  
**Sent:** Friday, October 02, 2020 2:17 PM  
**To:** Littleton, Stephen A  
**Cc:** adam.kanzer@bnpparibas.com; Englande, Sherry M <sherry.m.englande@exxonmobil.com>; Francis Sherman <francisxsherman@gmail.com>  
**Subject:** Co-filing Shareholder Resolution with BNP Paribas Asset Management

**External Email - Think Before You Click**

Good day Mr. Littleton

Please see the attached documentation pursuant to the intent to co-file with BNP Paribas Asset Management a resolution on your company's lobbying.

I will post these documents today.

Thank you; I wish you peace and all good ---

Your brother Robert Wotypka, OFM Cap.  
The Province of Saint Joseph of the Capuchin Order

**CAPUCHIN  
COMMUNITY  
SERVICES**

Milwaukee  
House of Peace  
St. Ben's Community Meal

Robert Wotypka, OFM Cap., Ministry Director  
PO Box 5830 Milwaukee WI 53205-0830/Office: House of Peace  
414 933 1300 Ext. 1111  robertw@thecapuchins.org  
CapuchinCommunityServices.org

October 2, 2020

RECEIVED

OCT 2 2020

S.M. ENGLANDE

Stephen Littleton  
VP Investor Relations and Corp. Secretary  
ExxonMobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039

*Dear Mr. Littleton,*

The Province of Saint Joseph of the Capuchin Order is a long term shareholder in ExxonMobil Corporation. My work as the Corporate Responsibility agent for the province requires that I engage the companies in which we are stakeholders to ensure that their policies, procedures, and practices recognize and support the common good. In communication with other investors, I bring you my concerns regarding the company's climate lobbying practices. The Capuchins partner with members of Climate Action 100+ who seek to understand if and how Exxon aligns its lobbying efforts with the Paris Agreement.

I am therefore co-filing the enclosed climate lobbying resolution. We submit this resolution for inclusion in the proxy statement in accordance with Rule 14a-8 of the general rules and regulations of the Securities Exchange Act of 1934. A representative of the filers will attend the annual general meeting to move the resolution as required by SEC rules. The Province of Saint Joseph of the Capuchin Order is the beneficial owner of ExxonMobil stock worth in excess of the \$2,000 required for filing, the verification of which will arrive by separate letter from RBC Wealth Management. We have held the requisite amount of stock for over a year and intend to maintain ownership through the annual general meeting in 2021.

BNP Paribas Asset Management will act as primary filer of this resolution, and the primary contact will be Adam Kanzer (917-721-0608). We hereby deputize BNP Paribas to act on our behalf.

Sincerely,

*your brother Robert Wotypka, OFM Cap.*

Robert Wotypka, OFM Cap.  
Corporate Responsibility agent - The Saint Joseph Province of the Capuchin Order  
[robertw@thecapuchins.org](mailto:robertw@thecapuchins.org)  
414 509 8460

cc: Adam Kanzer – BNP Paribas ([adam.kanzer@bnpparibas.com](mailto:adam.kanzer@bnpparibas.com))  
Sherry Englange ExxonMobil  
Francis Sherman Seventh Generation Interfaith ([francisxsherman@gmail.com](mailto:francisxsherman@gmail.com))

Ministry sites

St. Ben's Community Meal  
930 W State St Milwaukee WI 53233  
414 271 0135

House of Peace  
1702 W Walnut St Milwaukee WI 53205  
414 933 1300



## Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

### Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

**CAPUCHIN  
COMMUNITY  
SERVICES**

Milwaukee  
House of Peace  
St. Ben's Community Meal

Robert Wotypka, OFM Cap., Ministry Director  
PO Box 5830 Milwaukee WI 53205-0830/Office: House of Peace  
414 933 1300 Ext. 1111  robertw@thecapuchins.org  
CapuchinCommunityServices.org

RECEIVED

OCT 06 2020

S. A. LITTLETON

October 2, 2020

Stephen Littleton  
VP Investor Relations and Corp. Secretary  
ExxonMobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039

*Dear Mr. Littleton,*

The Province of Saint Joseph of the Capuchin Order is a long term shareholder in ExxonMobil Corporation. My work as the Corporate Responsibility agent for the province requires that I engage the companies in which we are stakeholders to ensure that their policies, procedures, and practices recognize and support the common good. In communication with other investors, I bring you my concerns regarding the company's climate lobbying practices. The Capuchins partner with members of Climate Action 100+ who seek to understand if and how Exxon aligns its lobbying efforts with the Paris Agreement.

I am therefore co-filing the enclosed climate lobbying resolution. We submit this resolution for inclusion in the proxy statement in accordance with Rule 14a-8 of the general rules and regulations of the Securities Exchange Act of 1934. A representative of the filers will attend the annual general meeting to move the resolution as required by SEC rules. The Province of Saint Joseph of the Capuchin Order is the beneficial owner of ExxonMobil stock worth in excess of the \$2,000 required for filing, the verification of which will arrive by separate letter from RBC Wealth Management. We have held the requisite amount of stock for over a year and intend to maintain ownership through the annual general meeting in 2021.

BNP Paribas Asset Management will act as primary filer of this resolution, and the primary contact will be Adam Kanzer (917-721-0608). We hereby deputize BNP Paribas to act on our behalf.

Sincerely,

*your brother Robert Wotypka, OFM Cap.*

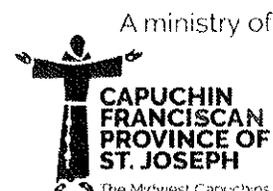
Robert Wotypka, OFM Cap.  
Corporate Responsibility agent - The Saint Joseph Province of the Capuchin Order  
robertw@thecapuchins.org  
414 509 8460

cc: Adam Kanzer – BNP Paribas ([adam.kanzer@bnpparibas.com](mailto:adam.kanzer@bnpparibas.com))  
Sherry Englande ExxonMobil  
Francis Sherman Seventh Generation Interfaith ([francisxsherman@gmail.com](mailto:francisxsherman@gmail.com))

Ministry sites

St. Ben's Community Meal  
930 W State St Milwaukee WI 53233 414 271 0135

House of Peace  
1702 W Walnut St Milwaukee WI 53205 414 933 1300



## Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

### Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.





**Wealth  
Management**

RECEIVED

OCT 14 2020

S. A. LITTLETON

18500 West Corporate Drive  
Suite 100  
Brookfield, WI 53045-6309

Office: 262.395.9111  
Fax: 262.395.1119  
Toll Free: 800.388.3246  
www.rbcwm-usa.com

October 2, 2020

Stephen Littleton  
VP Investor Relations and Corp. Secretary  
ExxonMobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 70539

Dear Mr. Littleton:

The Province of the Capuchin Order Corporate Responsibility Account with address of 930 West State Street, Milwaukee, WI 53233, has held at least \$2000.00 of the common stock of Exxon Mobil Corporation uninterruptedly for over one year from the date of this letter. The Capuchin Order has informed us of their intention to hold the shares through next year's annual meeting.

RBC Capital Markets, LLC holds shares with our custodian, the Depository Trust Company and our participant number is

Thank you.

Paul Wartman  
Senior Vice President –  
Financial Advisor  
RBC Wealth Capital Markets, LLC  
(262) 395-1114

Although it is our understanding that the Province fully intends to own the referenced stock position for the stated time period, this is not guaranteed by RBC Wealth Management.

Cc: Attn: Robert Wotypka

---

Investment and insurance products: • Not insured by the FDIC or any other federal government agency  
• Not a deposit of, or guaranteed by, the bank or an affiliate of the bank • May lose value



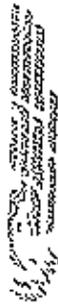
**Wealth  
Management**

18500 West Corporate Drive  
Suite 200  
Brookfield, WI 53045-5309

RESORTED  
FIRST CLASS

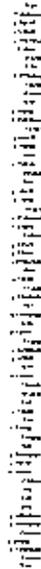


U.S. POSTAGE & PRIVATE BOXES



ZIP 53005 \$000.46<sup>00</sup>  
92 48  
0900351420 OCT 05 2020

Stephen Littleton  
VP Investor Relations and Corp. Secretary  
ExxonMobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039

12E-SNP 75039 

**Clouthier, Marie A**

---

**From:** Clouthier, Marie A  
**Sent:** Tuesday, October 20, 2020 3:32 PM  
**To:** 'robertw@thecapuchins.org'  
**Subject:** Acknowledging Receipt of Your Letter  
**Attachments:** 2021\_ROCL\_Capuchin\_Ack Letter\_Proof Verified.docx

Sent on behalf of Sherry M. Englande

Sincerely,  
**Marie Clouthier**  
**Exxon Mobil Corporation**  
Investor Relations / Office of the Secretary

Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, Texas 75039-2298

Sherry M. Englande  
Manager, ESG Engagement

**ExxonMobil**

**VIA E-Mail**

October 20, 2020

Reverend Robert Wotypka, OFM Cap.  
Corporate Responsibility Agent  
The Province of St. Joseph of the Capuchin Order  
930 West State St.  
Milwaukee, WI 53233

Dear Reverend Wotypka:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of The Province of St. Joseph of the Capuchin Order (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. By copy of a letter from RBC Wealth Management, share ownership has been verified.

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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.

Sincerely,



SME/tlb

c: Adam M. Kanzer

## Englande, Sherry M

---

**From:** Robert Wotypka <robertw@thecapuchins.org>  
**Sent:** Friday, November 06, 2020 12:31 PM  
**To:** Englande, Sherry M  
**Cc:** Christopher Cox; Clouthier, Marie A  
**Subject:** Your letter dated 16 October 2020

### External Email - Think Before You Click

Hello Ms. Englande:

I wish you peace and all good. Concerning the subject inquiry letter dated October 16<sup>th</sup>, please know that I want to make it clear that The Province of St. Joseph of the Capuchin Order grants authority to the lead filer, BNP Paribas Asset Management, to act on our behalf including with respect to any potential negotiated withdrawal of the Proposal.

Feel free to communicate with me regarding this via email or the number given below.

Please confirm that this answers your questions and if there are any further steps I need to take.

I am at your service, with thanks ---

Your brother Robert Wotypka, OFM Cap.  
Corporate Responsibility agent – The Province of Saint Joseph of the Capuchin Order  
414 509 8460



September 30, 2020

Stephen Littleton  
VP Investor Relations and Corp. Secretary  
ExxonMobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039

RECEIVED  
OCT 1 2020  
S.M. ENGLANDE

(via USPS and e-mail )

Dear Mr. Littleton:

Dana Investment Advisors holds at least 34,000 shares of ExxonMobil on behalf of clients (including 1,000 shares in the Dana Large Cap Equity Fund, the proponent of this proposal) for whom we integrate environmental, social, and governance analysis (ESG) into investment decision-making. Dana Investment Advisors is an investment manager with \$6.5 billion in assets under management. We have been a continuous ExxonMobil Corporation shareholder for more than one year, holding at least \$2,000 worth of Exxon stock, and will continue holding at least \$2,000 worth of Exxon stock through the stockholders' meeting.

Dana, a member of Climate Action 100+, seeks to understand if and how Exxon aligns its lobbying efforts with the Paris Agreement. We are co-filing the enclosed shareholder proposal for inclusion in the 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. Verification of ownership is enclosed. A representative of the filers will attend the stockholders' meeting to move the resolution as required by the SEC rules.

BNP Paribas Asset Management will act as primary filer of this resolution, and the primary contact will be Adam Kanzer (917-721-0608). We hereby deputize BNP Paribas to act on our behalf.

Sincerely,

Ann Roberts  
ESG Analyst  
annr@danainvestment.com  
(817) 233-5525

cc: Adam Kanzer (adam.kanzer@bnpparibas.com), Sherry Englande

Enclosures



September 30, 2020

Stephen Littleton  
VP Investor Relations and Corp. Secretary  
ExxonMobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039

Dear Mr. Littleton,

Please be advised that Huntington National Bank (Depository Trust Company Participant ID 2305) held 1,000 shares of Exxon Mobil Corporation (XOM) (CUSIP# 30231G102) as of September 30, 2020 for our client and beneficial owner, the Dana Large Cap Equity Fund, of which at least 1,000 shares have been continuously held since October 1<sup>st</sup>, 2019 by Dana Large Cap Equity Fund.

Please feel free to contact me if you have any questions.

Sincerely,

A handwritten signature in black ink that reads 'Kelli Hermen'. The signature is written in a cursive style and is positioned above a horizontal line.

Kelli Hermen

Vice President/Trust Officer  
Trust Fund Relationship Manager 3

The Huntington National Bank  
7 Easton Oval  
EA5W72  
Columbus OH 43219  
[Kelli.Hermen@huntington.com](mailto:Kelli.Hermen@huntington.com)

## Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

### Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.



**DANA** | Investment  
Advisors  
THE WISE CHOICE

RECEIVED

OCT 02 2020

S. A. LITTLETON

September 30, 2020

Stephen Littleton  
VP Investor Relations and Corp. Secretary  
ExxonMobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039

*(via United Parcel Service and e-mail )*

Dear Mr. Littleton:

Dana Investment Advisors holds at least 34,000 shares of ExxonMobil on behalf of clients (including 1,000 shares in the Dana Large Cap Equity Fund, the proponent of this proposal) for whom we integrate environmental, social, and governance analysis (ESG) into investment decision-making. Dana Investment Advisors is an investment manager with \$6.5 billion in assets under management. We have been a continuous ExxonMobil Corporation shareholder for more than one year, holding at least \$2,000 worth of Exxon stock, and will continue holding at least \$2,000 worth of Exxon stock through the stockholders' meeting.

Dana, a member of Climate Action 100+, seeks to understand if and how Exxon aligns its lobbying efforts with the Paris Agreement. We are co-filing the enclosed shareholder proposal for inclusion in the 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. Verification of ownership is enclosed. A representative of the filers will attend the stockholders' meeting to move the resolution as required by the SEC rules.

BNP Paribas Asset Management will act as primary filer of this resolution, and the primary contact will be Adam Kanzer (917-721-0608). We hereby deputize BNP Paribas to act on our behalf.

Sincerely,

Ann Roberts  
ESG Analyst  
annr@danainvestment.com  
(817) 233-5525

cc: Adam Kanzer (adam.kanzer@bnpparibas.com)

Enclosures

## Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

### Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

September 30, 2020

Stephen Littleton  
VP Investor Relations and Corp. Secretary  
ExxonMobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039

Dear Mr. Littleton,

Please be advised that Huntington National Bank (Depository Trust Company Participant ID 2305) held 1,000 shares of Exxon Mobil Corporation (XOM) (CUSIP# 30231G102) as of September 30, 2020 for our client and beneficial owner, the Dana Large Cap Equity Fund, of which at least 1,000 shares have been continuously held since October 1<sup>st</sup>, 2019 by Dana Large Cap Equity Fund.

Please feel free to contact me if you have any questions.

Sincerely,

---

Kelli Hermen

Vice President/Trust Officer  
Trust Fund Relationship Manager 3

The Huntington National Bank  
7 Easton Oval  
EA5W72  
Columbus OH 43219  
[Kelli.Hermen@huntington.com](mailto:Kelli.Hermen@huntington.com)

**PRIORITY®** **FLAT RATE ENVELOPE**  
ONE RATE \* ANY WEIGHT\*

★ **MAIL** ★

APPLY PRIORITY MAIL POSTAGE HERE



**DANA** Investment  
Advisors

4524 Byron Circle, Irving, TX 75038



1306



75038

U.S. POSTAGE PAID  
PM 1-Day  
IRVING, TX  
75063  
SEP 30, 20  
AMOUNT  
**\$10.90**  
R2304E107510-15

Mr. Stephen Littleton  
Vice President-Investor Relations and Secretary  
Exxon Mobil Corp.  
5959 Las Colinas Blvd.  
Irving, TX 75039

\* For international shipments, the maximum weight is 4 lbs.

EP14H July 2013 Outer Dimension: 10 x 5

**PRIORITY®**  
★ MAIL ★

**FLAT RATE ENVELOPE**  
ONE RATE ★ ANY WEIGHT\*



\* Domestic only.

EXPECTED DELIVERY DAY: 10/01/20

PRESS FIRMLY TO SEAL

USPS SIGNATURE® TRACKING #

PRESS FIRMLY TO SEAL



9510 8104 4684 0274 8432 00

**PRIORI**  
★ MAIL ★



- DATE OF DELIVERY SPECIFIED\*
- USPS TRACKING™ INCLUDED\*
- INSURANCE INCLUDED\*
- PICKUP AVAILABLE

\* Domestic only

**VISIT US AT USPS.COM®**  
ORDER FREE SUPPLIES ONLINE

EP14H July 2013  
OD: 10 x 5



PS00001000064

Copyright © U.S. Postal Service, July 2013. All rights reserved.

This is not a contract. The U.S. Postal Service does not warrant the accuracy of the information provided on this envelope. Please refer to the actual label for the tracking and insurance information.

## Englande, Sherry M

---

**From:** Littleton, Stephen A  
**Sent:** Wednesday, October 21, 2020 9:37 PM  
**To:** Englande, Sherry M  
**Subject:** FW: Climate lobbying resolution  
**Attachments:** DanaExxonCoFileLetter2021.pdf; ExxonClimateLobbyingProposal2021.pdf; HuntingtonExxonLetter2021.pdf

Stephen Littleton  
Vice President, Investor Relations & Secretary  
Exxon Mobil Corporation

**From:** Ann Roberts [mailto:AnnR@danainvestment.com]  
**Sent:** Thursday, October 1, 2020 8:01 AM  
**To:** Littleton, Stephen A  
**Cc:** Englande, Sherry M ; adam.kanzer@bnpparibas.com  
**Subject:** Climate lobbying resolution

### External Email - Think Before You Click

Mr. Littleton,

Please see the documents attached below. I mailed hard copies to you yesterday.

Thank you,  
Ann Roberts

**Ann Roberts**  
ESG Analyst | Dana Investment Advisors

817.233.5525 **voice**  
262.782.0581 **fax**  
[annr@danainvestment.com](mailto:annr@danainvestment.com)  
[www.danainvestment.com](http://www.danainvestment.com)  
P O Box 1067 / Brookfield, WI 53008-1067  
20700 Swenson Drive / Suite 400 / Waukesha, WI 53186



This email is intended for the sole use of the addressee(s) only and may contain privileged, confidential, or proprietary information that is exempt from disclosure under law. If you have received this message in error, please inform us promptly by reply e-mail, then delete this email and destroy any printed copies. This communication is not an offer, recommendation or solicitation with respect to the purchase or sale of any security. Any material enclosed or attached is based upon information believed to be reliable, but is not guaranteed. Email correspondence that is either sent to and/or received from Dana Investment Advisors is not treated as private in all circumstances, as such communications are routinely subject to internal audit procedures, review by industry regulators, and can be subsequently archived for potential retrieval at a future date. If you believe that some of the content of this email or its attachments has been lost, misappropriated or altered in any way prior to your receipt of this message, please contact Dana Investment Advisors directly at 262-782-3631.



**DANA** | Investment  
Advisors  
THE WISE CHOICE

September 30, 2020

Stephen Littleton  
VP Investor Relations and Corp. Secretary  
ExxonMobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039

(via USPS and e-mail )

Dear Mr. Littleton:

Dana Investment Advisors holds at least 34,000 shares of ExxonMobil on behalf of clients (including 1,000 shares in the Dana Large Cap Equity Fund, the proponent of this proposal) for whom we integrate environmental, social, and governance analysis (ESG) into investment decision-making. Dana Investment Advisors is an investment manager with \$6.5 billion in assets under management. We have been a continuous ExxonMobil Corporation shareholder for more than one year, holding at least \$2,000 worth of Exxon stock, and will continue holding at least \$2,000 worth of Exxon stock through the stockholders' meeting.

Dana, a member of Climate Action 100+, seeks to understand if and how Exxon aligns its lobbying efforts with the Paris Agreement. We are co-filing the enclosed shareholder proposal for inclusion in the 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. Verification of ownership is enclosed. A representative of the filers will attend the stockholders' meeting to move the resolution as required by the SEC rules.

BNP Paribas Asset Management will act as primary filer of this resolution, and the primary contact will be Adam Kanzer (917-721-0608). We hereby deputize BNP Paribas to act on our behalf.

Sincerely,

Ann Roberts  
ESG Analyst  
annr@danainvestment.com  
(817) 233-5525

cc: Adam Kanzer (adam.kanzer@bnpparibas.com), Sherry Englande

Enclosures

## Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

### Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.



September 30, 2020

Stephen Littleton  
VP Investor Relations and Corp. Secretary  
ExxonMobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039

Dear Mr. Littleton,

Please be advised that Huntington National Bank (Depository Trust Company Participant ID 2305) held 1,000 shares of Exxon Mobil Corporation (XOM) (CUSIP# 30231G102) as of September 30, 2020 for our client and beneficial owner, the Dana Large Cap Equity Fund, of which at least 1,000 shares have been continuously held since October 1<sup>st</sup>, 2019 by Dana Large Cap Equity Fund.

Please feel free to contact me if you have any questions.

Sincerely,

A handwritten signature in black ink that reads 'Kelli Hermen'. The signature is written in a cursive style and is positioned above a solid horizontal line.

Kelli Hermen

Vice President/Trust Officer  
Trust Fund Relationship Manager 3

The Huntington National Bank  
7 Easton Oval  
EA5W72  
Columbus OH 43219  
[Kelli.Hermen@huntington.com](mailto:Kelli.Hermen@huntington.com)

Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, Texas 75039-2298

Sherry M. Englande  
Manager, ESG Engagement



**VIA UPS – OVERNIGHT DELIVERY**

October 15, 2020

Ms. Ann Roberts  
ESG Analyst  
DANA Investment Advisors, Inc.  
20700 Swenson Drive, Suite 400  
Waukesha, WI 53186

Dear Ms. Roberts:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of DANA Investment Advisors, Inc. (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. By copy of a letter from Huntington National Bank, share ownership has been verified.

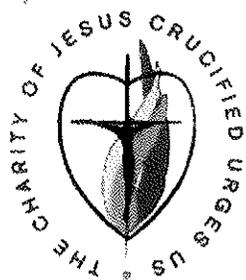
In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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.

Sincerely,

A handwritten signature in black ink that reads "Sherry Englande". The signature is written in a cursive, flowing style.

SME/tlb



# DAUGHTERS of CHARITY

PROVINCE of ST. LOUISE

RECEIVED

NOV 10 2020

S. A. LITTLETON

November 6, 2020

Stephen A. Littleton, Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

Dear Mr. Littleton:

Daughters of Charity, Inc. ("Daughters of Charity") has long been concerned not only with the financial returns of its investments, but also with the social and ethical implications of its investments. We believe that a demonstrated corporate responsibility in matters of the environment, social and governance concerns fosters long-term business success. Daughters of Charity is currently the beneficial owner of shares of ExxonMobil Corporation.

Daughters of Charity is filing the enclosed resolution which requests the Board of Directors conduct an evaluation and issue a report within the next year describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Daughters of Charity is co-filing this proposal submission with the co-lead filers, California Public Employees' Retirement System and BNP Paribas Asset Management. The enclosed proposal is for inclusion in the 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. Daughters of Charity has been a shareholder continuously for more than one year holding at least \$2,000 in market value and will continue to invest in at least the requisite number of shares for proxy resolutions through the annual shareholders' meeting. The verification of ownership by our custodian, a DTC participant, is enclosed with this letter. Either of the co-lead filers may withdraw the proposal on our behalf. We respectfully request direct communications from ExxonMobil, and to have our supporting statement and organization name included in the proxy statement.

We look forward to having productive conversations with the company. Please direct future correspondence to Mary Minette, who will be working on behalf of the Daughters of Charity, Province of St. Louise. Her contact information is: phone - 703-507-9651; email - [mminette@mercyinvestments.org](mailto:mminette@mercyinvestments.org); address - 2039 No. Geyer Rd., St. Louis, MO 63131.

Best regards,

Sister Teresa George, D.C.

Provincial Treasurer

Daughters of Charity, Province of St. Louise

## Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

### Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

50 South La Salle Street  
Chicago, Illinois 60603  
(312) 557-2000



November 06, 2020

Stephen A. Littleton, Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

**Re: Certification of Ownership: Daughters of Charity Inc. Account Number**

This letter will certify that as of November 06, 2020 The Northern Trust Company held for the beneficial interest of The Daughters of Charity Inc. 95 shares of Exxon Mobil Corporation (CUSIP: 30231G102).

We confirm that the Daughters of Charity has beneficial ownership of the voting Exxon Mobil Corporation and that such beneficial ownership has existed continuously since December 8, 2014 in accordance with rule 14a-8(a)(1) of the Securities Exchange Act of 1934.

Further, it is the intent to hold at least \$2,000 in market value through the next annual meeting.

Please be advised, Northern Trust Securities Inc., employs National Financial Services for clearing purposes. National Financial Services DTC number is 0226.

If you have any questions, please feel free to give me a call.

Best,

Ava Gordon

[Amg14@ntrs.com](mailto:Amg14@ntrs.com)  
312-557-6336

Not FDIC Insured	May Lose Value	No Bank Guarantee
------------------	----------------	-------------------

Securities products and services are offered by Northern Trust Securities, Inc., member FINRA, SIPC, and a wholly owned subsidiary of Northern Trust Corporation, Chicago

NTAC:3NS-20

# FedEx

NOV 11 11 429  
F 2 1830

Extremely Urgent

SHIP TO: 5942174  
407422 10119  
250 10100000000 450

TO: STEPHEN A. LITTLETON  
EXXON MOBIL CORPORATION  
5959 LAS COLINAS BLVD.

IRVING TX 75039



TUE - 10 NOV 4 10P

TRK# 7720 1388 5845

SR  
756.38  
DFW

## SH DALA



This Package Has  
Been X-Rayed By  
Central Mail

RECEIVED

NOV 11 2020

S. A. LITTLETON

**MEMO**

November 10, 2020

Stephen A. Littleton, Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

RE: Error on Filing Letter for Resolutions

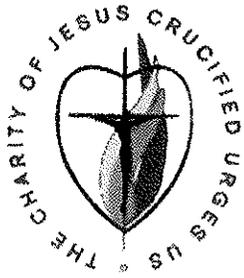
ExxonMobil was sent three proposal via FedEx last week. Mercy Investment Services' proposal was sent on Wednesday, November 4 (received November 5) and Congregation of St. Joseph and Daughters of Charity was sent on Friday, November 6, received today, Tuesday, November 10. An error was made in the original cover letter listing of the lead filer, which was listed as co-lead filers of California Public Employees' Retirement System and BNP Paribas Asset Management. There is only one lead filer, BNP Paribas Asset Management on this particular filing.

Corrected cover letters are included. Please let us know if any further action needs to be taken, such as refiling, otherwise we will assume this correction suffices.

We are sorry for the error.

Thank you.

Mary Minette  
Mercy Investment Services



# DAUGHTERS of CHARITY

PROVINCE of ST. LOUISE

November 6, 2020

Stephen A. Littleton, Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

Dear Mr. Littleton:

Daughters of Charity, Inc. ("Daughters of Charity") has long been concerned not only with the financial returns of its investments, but also with the social and ethical implications of its investments. We believe that a demonstrated corporate responsibility in matters of the environment, social and governance concerns fosters long-term business success. Daughters of Charity is currently the beneficial owner of shares of ExxonMobil Corporation.

Daughters of Charity is filing the enclosed resolution which requests the Board of Directors conduct an evaluation and issue a report within the next year describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Daughters of Charity is co-filing this proposal submission with lead filers BNP Paribas Asset Management. The enclosed proposal is for inclusion in the 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. Daughters of Charity has been a shareholder continuously for more than one year holding at least \$2,000 in market value and will continue to invest in at least the requisite number of shares for proxy resolutions through the annual shareholders' meeting. The verification of ownership by our custodian, a DTC participant, is enclosed with this letter. BNP Paribas may withdraw the proposal on our behalf. We respectfully request direct communications from ExxonMobil, and to have our supporting statement and organization name included in the proxy statement.

We look forward to having productive conversations with the company. Please direct future correspondence to Mary Minette, who will be working on behalf of the Daughters of Charity, Province of St. Louise. Her contact information is: phone - 703-507-9651; email - [mminette@mercyinvestments.org](mailto:mminette@mercyinvestments.org); address - 2039 No. Geyer Rd., St. Louis, MO 63131.

Best regards,

Sister Teresa George, D.C.

Provincial Treasurer

Daughters of Charity, Province of St. Louise

## Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

### Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

# FedEx®

Express

ORIGINAL SENDER  
LAURE CASSE  
VAREY INVESTMENT SFH 4125 440  
2079 MO DEVER IG

SHIP DATE 11NOV 95  
ACTVOR 10010  
CAD 1015806000147460

ST LOUIS MO 63131  
UNITED STATES US

REL SENDER

STEPHEN LITTLETON  
EXXON MOBIL CORPORATION  
5959 LAS COLINAS BLVD.

IRVING TX 75039  
800 343-0000

Extremely Urgent



7720 4289 3644

WED - 11 NOV 4:30P  
STANDARD OVERNIGHT  
ASR  
75039  
TX US DFW

CH DALA



429  
11-8  
11-20  
F  
11-21

This Package Has  
Been X-Rayed By  
Central Mail

Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, Texas 75039-2298

Sherry M. Englande  
Manager, ESG Engagement



**VIA UPS – OVERNIGHT DELIVERY**

November 16, 2020

Ms. Mary Minette  
On behalf of Daughter of Charity Province of St. Louise  
Director of Shareholder Advocacy  
Mercy Investment Services  
2039 North Geyer Road  
St. Louis, MO 63131

Dear Ms. Minette:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Daughters of Charity Province of St. Louise (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. By copy of a letter from , share ownership has been verified.

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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.

Sincerely,

A handwritten signature in cursive script that reads "Sherry Englande".

SME/tlb

## Englande, Sherry M

---

**From:** Mike Toulch <mtoulch@share.ca>  
**Sent:** Thursday, November 26, 2020 2:16 PM  
**To:** Littleton, Stephen A  
**Cc:** Englande, Sherry M; adam.kanzer@bnpparibas.com  
**Subject:** Fonds de Solidarité FTQ - Shareholder proposal  
**Attachments:** 201125\_FTQ\_XOM\_proposal.pdf

### External Email - Think Before You Click

Dear Mr. Littleton,

I write to inform you that the Fonds de Solidarité FTQ, a shareholder of Exxon Mobil Corporation, is filing a shareholder resolution ahead of the company's 2021 AGM along with lead filer BNP Paribas Asset Management (BNPP AM).

Attached to this email, please find the following documents:

1. A cover letter to Exxon Mobil from the Fonds de Solidarité FTQ;
2. Text of the shareholder resolution; and
3. A custodian letter confirming the Fonds de Solidarité FTQ's share ownership in Exxon Mobil.

Upon review of these documents, please do not hesitate to let me know if you have any questions.

Best regards,

**Michael Toulch**  
Senior Engagement Analyst



[www.share.ca](http://www.share.ca)

SHARE's Toronto office is located on the territories of the Mississaugas of the Credit, Anishnabeg, Chippewa, Haudenosaunee and Wendat peoples

November 25, 2020

Mr. Stephen A. Littleton  
Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

**Re: Shareholder Proposal for 2021 Annual General Meeting (AGM)**

Dear Mr Littleton;

On behalf of the Fonds de solidarité FTQ (the "Fonds") I am writing to give notice that pursuant to the 2019 Proxy Statement of Exxon Mobil Corporation (the "Company") and Rule 14a-8 under the Securities Exchange Act of 1934, the Fonds intends to present the attached proposal (the "Proposal") at the 2021 annual meeting of shareholders (the "Annual Meeting"). We are co-filing this proposal with lead filer, BNP Paribas Asset Management (BNPP AM).

Attached is documentation from RBC Investor & Treasury Services confirming that the Fonds is the beneficial owner of between 55 000 and 60 000 shares of voting common stock (the "Shares") of the Company, and has held the Shares for over one year. In addition, the Fonds intends to continue its ownership of the Shares through the date on which the Annual Meeting is held.

The Proposal is attached. I represent that the Fonds or its agent intends to appear in person or by proxy at the Annual Meeting to present the Proposal. I declare that the Fonds has no "material interest" other than that believed to be shared by stockholders of the Company generally. The Fonds will promptly notify the Company in writing if any of this information changes.

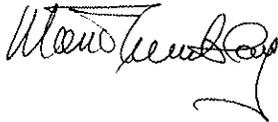
We hereby request that the proposal and the enclosed supporting statement be included in, or attached to, the management proxy circular to be issued in respect of the Annual Meeting for consideration by shareholders. We further request that the proposal be identified on the Annual Meeting's form of proxy as a matter to be voted for or against by the beneficial and registered shareholders of the Company.

We authorize BNPP AM, as lead filer, to withdraw the proposal on behalf of the Fonds, if an agreement is reached.

Please direct all questions and correspondence for the Fonds to Michael Toulch at the Shareholder Association for Research and Education, at:

SHARE - Shareholder Association for Research & Education  
Suite 220 – 401 Richmond Street West, Toronto, ON M5V 3A8  
tel: 416-306-6463 e-mail: mtoulch@share.ca

Sincerely,

A handwritten signature in black ink, appearing to read "Mario Tremblay". The signature is fluid and cursive, with a prominent loop at the end.

Mario Tremblay  
Senior Vice-President, Public and Corporate Affairs and Marketing

## Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

### Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.



Investor &  
Treasury Services

November 25<sup>th</sup> 2020

RE: ExxonMobil Corporation

ISIN: US30231G1022

CUSIP: 30231G102

To Whom It May Concern:

Please be advised that we wish to confirm between **55,000 and 60,000** shares of the above security were continuously beneficially owned by the Fonds de solidarité FTQ for a period of one year (from **November 25<sup>th</sup>, 2019** to **November 25<sup>th</sup>, 2020**), and held in the name of RBC Investor & Treasury Service through the **Depository Trust Company**

Fonds de solidarité FTQ has the authority to vote these shares at the upcoming 2020 annual general meeting of shareholders on the condition that they are still holding these shares as of the meeting record date.

Please do not hesitate to contact me if you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read 'Caroline Audet'.

**Caroline Audet**

**Manager, Client Management**

Caroline.audet@rbc.com



**VIA UPS – OVERNIGHT DELIVERY**

December 8, 2020

Mr. Michael Toulch  
SHARE - Shareholder Association for Research & Education  
Suite 220 - 401 Richmond Street West  
Toronto, ON M5V 3A8

Dear Mr. Toulch:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Fonds de solidarité FTQ (the "Co-filer") the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. However, as explained in more detail below there are deficiencies in your submission that must be corrected in order to establish that you are eligible to submit a proposal – including as a co-filer – under SEC Rule 14a-8 (copy enclosed).

In order to be eligible to submit a shareholder proposal, Rule 14a-8 requires a co-filer to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. For this co-filing, the date of submission is November 26, 2020, which is the date the package was received electronically by email.

The Co-filer does not appear in our records as a registered shareholder. Moreover, the letter provided by RBC Wealth Management only establishes Co-filer's continuous ownership of sufficient ExxonMobil shares for the period to and including November 25, 2020, not the date of the Proposal November 26, 2020. To remedy this defect, the Co-filer must submit sufficient proof verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including November 26, 2020.

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

- a written statement from the "record" holder of the Co-filer's shares (usually a broker or a bank) verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 26, 2020; or

- if the Co-filer 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 Co-filer's ownership of the requisite number of ExxonMobil shares as of or before the date on which the one-year eligibility 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 Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period.

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.

The Co-filer can confirm whether its broker or bank is a DTC participant by asking its broker or bank or by checking the listing of current DTC participants, which may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- If the Co-filer's broker or bank is a DTC participant, then the Co-filer needs to submit a written statement from its broker or bank verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 26, 2020.
- If the Co-filer's broker or bank is not a DTC participant, then the Co-filer needs to submit proof of ownership from the DTC participant through which the securities are held verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 26, 2020. The Co-filer should be able to find out who this DTC participant is by asking the Co-filer's broker or bank. If the Co-filer's broker is an introducing broker, the Co-filer may also be able to learn the identity and telephone number of the DTC participant through the Co-filer's account statements because the clearing broker identified on the Co-filer's account statements will generally be a DTC participant. If the DTC participant that holds the Co-filer's shares knows the Co-filer's broker's or bank's holdings, but does not know the Co-filer's holdings, the Co-filer needs to satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that for the one-year period preceding and including November 26, 2020, the required amount of securities were continuously held – one from the Co-filer's broker or bank, confirming the Co-filer's ownership, and the other from the DTC participant, confirming the broker or bank's ownership. The SEC's rules require that 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 \_\_\_\_\_, or by email to \_\_\_\_\_.

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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.

Michael Toulch  
Page 3

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 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.

Sincerely,

A handwritten signature in cursive script, appearing to read "Sheryl Glade".

SME/tlb

Enclosures



RECEIVED  
NOV 04 2020  
S. A. LITTLETON

November 4, 2020

Stephen A. Littleton, Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

Dear Mr. Littleton:

Mercy Investment Services, Inc. ("Mercy"), the investment program of the Sisters of Mercy of the Americas, has long been concerned not only with the financial returns of its investments, but also with their social and ethical implications. We believe that demonstrated corporate responsibility in matters of the environment, and social and governance concerns fosters long-term business success. Mercy, a long-term investor, is currently the beneficial owner of shares of Exxon Mobil Corporation.

Mercy is co-filing the enclosed resolution which requests the Board of Directors conduct an evaluation and issue a report within the next year describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Mercy is co-filing the enclosed shareholder proposal with the co-lead filers, California Public Employees' Retirement System and BNP Paribas Asset Management for inclusion in the 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulation of the Securities Exchange Act of 1934. Mercy has been a shareholder continuously for more than one year holding at least \$2,000 in market value and will continue to invest in at least the requisite number of shares for proxy proposals through the annual shareholders' meeting. A representative of the filers will attend the Annual Meeting to move the proposal as required by SEC rules. The verification of ownership by our custodian, a DTC participant, is enclosed with this letter. Either of the co-lead filers may withdraw the proposal on our behalf. We respectfully request direct communications from Exxon Mobil Corporation, and to have our supporting statement and organization name included in the proxy statement.

We look forward to having productive conversations with the company. If you have questions regarding our submission, please direct all future correspondence, including an email acknowledgement of receipt of this letter and shareholder proposal to me via the information below.

Best regards,

A handwritten signature in cursive script, appearing to read "Mary Minette".

Mary Minette  
Director of Shareholder Advocacy  
703-507-9651  
[mminette@mercyinvestments.org](mailto:mminette@mercyinvestments.org)

## Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

### Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.



November 4, 2020

Stephen A. Littleton  
Secretary  
Exxon Mobil  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

Re: Mercy Investment Services Inc.

Dear Stephen,

This letter will certify that as of November 4, 2020, Northern Trust held for the beneficial interest of Mercy Investment Services Inc., 115 shares of Exxon Mobil. We confirm that Mercy Investment Services Inc. has beneficial ownership of at least \$2,000 in market value of the voting securities of Exxon Mobil, and that such beneficial ownership has existed continuously for at least one year including a one year period preceding and including November 4, 2020, in accordance with rule 14a-8 of the Securities Exchange Act of 1934. Further, it is Mercy Investment Services Inc., intent to hold at least \$2,000 in market value through the next annual meeting.

We also confirm that as of the filing date, November 4, 2020, Mercy Investment Services Inc., held 77,456 additional shares of Exxon Mobil with a market value of \$2,573,862.88

Please be advised, Northern Trust is a DTC Participant, whose DTC number is 2669.

If you have any questions please feel free to give me a call.

Sincerely,

Joe Wilimczyk  
Officer  
312 444 4146



428  
27

9  
F

This Package Has  
Been X-Rayed By  
Central Mail

12/27/94 11:59 AM  
12/27/94 11:59 AM

SSS

STEPHEN LITTLETON  
EXXONMOBIL CORPORATION  
5959 LAS COLINAS BLVD.

IRVING TX 75039



YHD - 05 NOV 4:30P  
STANDARD OVERNIGHT  
ASR  
75039  
DFW

7719 9470 0076

XH DALA



Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, Texas 75039-2298

Sherry M. Engle  
Manager, ESG Engagement



**VIA UPS – OVERNIGHT DELIVERY**

November 10, 2020

Ms. Mary Minette  
Director of Shareholder Advocacy  
Mercy Investment Services  
2039 North Geyer Road  
St. Louis, MO 63131

Dear Ms. Minette:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Mercy Investment Services (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. By copy of a letter from Northern Trust, share ownership has been verified.

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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.

Sincerely,

A handwritten signature in black ink that reads "Sherry Engle". The signature is written in a cursive, flowing style.

SME/tib

RECEIVED

NOV 11 2020

S. A. LITTLETON

**MEMO**

November 10, 2020

Stephen A. Littleton, Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

RE: Error on Filing Letter for Resolutions

ExxonMobil was sent three proposal via FedEx last week. Mercy Investment Services' proposal was sent on Wednesday, November 4 (received November 5) and Congregation of St. Joseph and Daughters of Charity was sent on Friday, November 6, received today, Tuesday, November 10. An error was made in the original cover letter listing of the lead filer, which was listed as co-lead filers of California Public Employees' Retirement System and BNP Paribas Asset Management. There is only one lead filer, BNP Paribas Asset Management on this particular filing.

Corrected cover letters are included. Please let us know if any further action needs to be taken, such as refile, otherwise we will assume this correction suffices.

We are sorry for the error.

Thank you.

Mary Minette  
Mercy Investment Services



November 4, 2020

Stephen A. Littleton, Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

Dear Mr. Littleton:

Mercy Investment Services, Inc. ("Mercy"), the investment program of the Sisters of Mercy of the Americas, has long been concerned not only with the financial returns of its investments, but also with their social and ethical implications. We believe that demonstrated corporate responsibility in matters of the environment, and social and governance concerns fosters long-term business success. Mercy, a long-term investor, is currently the beneficial owner of shares of Exxon Mobil Corporation.

Mercy is co-filing the enclosed resolution which requests the Board of Directors conduct an evaluation and issue a report within the next year describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

Mercy is co-filing the enclosed shareholder proposal with the lead filer, BNP Paribas Asset Management, for inclusion in the 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulation of the Securities Exchange Act of 1934. Mercy has been a shareholder continuously for more than one year holding at least \$2,000 in market value and will continue to invest in at least the requisite number of shares for proxy proposals through the annual shareholders' meeting. A representative of the filers will attend the Annual Meeting to move the proposal as required by SEC rules. The verification of ownership by our custodian, a DTC participant, is enclosed with this letter. BNP Paribas may withdraw the proposal on our behalf. We respectfully request direct communications from Exxon Mobil Corporation, and to have our supporting statement and organization name included in the proxy statement.

We look forward to having productive conversations with the company. If you have questions regarding our submission, please direct all future correspondence, including an email acknowledgement of receipt of this letter and shareholder proposal to me via the information below.

Best regards,

A handwritten signature in cursive script, appearing to read "Mary Minette", is located below the "Best regards," text.

Mary Minette  
Director of Shareholder Advocacy  
703-507-9651  
[mminette@mercyinvestments.org](mailto:mminette@mercyinvestments.org)

## **Climate Lobbying Report**

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

### **Supporting Statement**

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

# FedEx®

## Express

ORIGIN: ST. LOUIS (927) 342-5544  
FABRIC CASE  
MERCY HOSPITAL SERVICES INC  
2539 NO GEVER RD

SHIP DATE: 10/NOV/03  
ACTIVITY: 1 (N) LB  
CAD: 1015404669.614703

ST. LOUIS, MO 63121  
UNITED STATES, US

BILL SHIPPER

STEPHEN LITTLETON  
EXXON MOBIL CORPORATION  
5959 LAS COLINAS BLVD.

IRVING TX 75039

(972) 242-5986

PROHIBITED CONTENTS: THIS PACKAGE IS NOT PERMITTED FOR MAIL BY AIR OR BY OTHER MEANS



7720 4289 3644

WED - 11 NOV 4:30P  
STANDARD OVERNIGHT

ASR

75039

TX-US DFW

CH DALA



429  
B  
F  
11/11

This Package Has  
Been X-Rayed By  
Central Mail

Extremely Urgent

RECEIVED

NOV 10 2020

S. A. LITTLETON



November 9, 2020

Mr. Stephen A. Littleton  
Corporate Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

*Sent via Federal Express and Email*

Re: Miller/Howard Investments Shareholder Resolution for Exxon Mobil Corporation  
regarding Climate Lobbying

Dear Mr. Littleton:

On behalf of shareholder Ian Martin, Miller/Howard Investments, Inc. ("Miller/Howard") writes to give notice that, pursuant to the 2020 proxy statement of Exxon Mobil Corporation (XOM) and Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934, Miller/Howard intends to file the attached proposal at the 2021 annual meeting of shareholders. Ian Martin is the beneficial owner of more than \$2,000 in market value of XOM stock, has continuously held these shares for over one year, and has authorized Miller/Howard to file this proposal on his behalf. In addition, Mr. Martin intends to hold the shares through the date on which the annual meeting is held. Verification of stock ownership and authorization from Ian Martin for Miller/Howard to file the proposal will be submitted under separate cover.

Miller/Howard is an employee owned, research driven investment boutique with nearly thirty years of experience managing portfolios for major institutions, mutual funds, and individuals in dividend-focused investment strategies. In addition to financial analysis, we perform rigorous research seeking high-quality companies that are contributing to the economy in meaningful ways and have demonstrated a strong commitment to good governance, the environment, and social responsibility.

Enclosed is Miller/Howard's shareholder proposal requesting evaluation and preparation of a report regarding how the company's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degree Celsius (the Paris Climate Agreement's goal). The proposal also requests the company address risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

**Miller/Howard Investments, Inc.**

10 Dixon Avenue | Woodstock, NY 12498  
(ph) 845.679.9166 | 845.679.5862 (fax)  
esg@mhinvest.com | www.mhinvest.com



Stephen A. Littleton  
Exxon Mobil Corporation  
November 9, 2020  
Page 2

BNP Paribas Asset Management is the lead filer of this proposal. Miller/Howard delegates all authority related to negotiations and withdrawal of the proposal to BNP Paribas Asset Management. We are submitting this proposal as co-filers because we strongly believe it is in the best interests of the company and its shareholders.

Please contact Adam M. Kanzer at BNP Paribas Asset Management for any matters related to this proposal and please also copy Miller/Howard. Please note that we are currently working remotely due to the COVID-19 pandemic. Please send a copy of all correspondence relating to this proposal to [esg@mhinvest.com](mailto:esg@mhinvest.com), as we may not be able to retrieve hard copies sent to our office in a timely manner.

Sincerely,

A handwritten signature in black ink, appearing to read "Patricia Seabrook".

Patricia Karr Seabrook  
Shareholder Advocacy Coordinator  
Miller/Howard Investments, Inc.  
[esg@mhinvest.com](mailto:esg@mhinvest.com)

Enclosure

cc: BNP Paribas Asset Management: Adam M. Kanzer: [adam.kanzer@bnpparibas.com](mailto:adam.kanzer@bnpparibas.com)  
Miller/Howard Investments, Inc.: Nicole Lee, Director ESG Research: [nicole@mhinvest.com](mailto:nicole@mhinvest.com)

**Miller/Howard Investments, Inc.**

10 Dixon Avenue | Woodstock, NY 12498  
(ph) 845.679.9166 | 845.679.5852 (fax)  
[esg@mhinvest.com](mailto:esg@mhinvest.com) | [www.mhinvest.com](http://www.mhinvest.com)

## Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

### Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.



## Englande, Sherry M

---

**From:** Broussard, Jenifer L on behalf of Shareholder Relations /SM  
**Sent:** Thursday, November 19, 2020 2:50 PM  
**To:** esg@mhinvest.com  
**Cc:** adam.kanzer@bnpparibas.com; Englande, Sherry M; Bates, Tamara L  
**Subject:** ExxonMobil Shareholder Proposal Acknowledgment  
**Attachments:** 2021\_ROCL\_Miller Howard\_Acknowledgement Letter.pdf; Attachments\_SEC Rule 14a-8\_Apr-1-2013 and SLB 14F\_Oct-18-2011.pdf

Please see attached, sent on behalf of Sherry Englande.

Kind Regards,

Shareholder Relations Team  
Exxon Mobil Corporation  
5959 Las Colinas Blvd.  
Irving, TX 75039



**VIA EMAIL**

November 19, 2020

Ms. Patricia Karr Seabrook  
Shareholder Advocacy Coordinator  
Miller/Howard Investments, Inc.  
10 Dixon Avenue  
Woodstock, NY 12498

Dear Ms. Seabrook:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Miller/Howard Investments, Inc. (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. However, your submission contains procedural deficiencies, which Securities and Exchange Commission ("SEC") regulations require us to bring to your attention.

**Proof of share ownership was not included with your November 9, 2020, submission.**

In order to be eligible to submit a shareholder proposal, Rule 14a-8 (copy enclosed) requires a co-filer to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. For this Proposal, the date of submission is November 9, 2020, which is the date the Proposal was received for delivery by priority mail service.

The Co-filer does not appear in our records as a registered shareholder. Moreover, to date we have not received proof that the Co-filer has satisfied these ownership requirements. To remedy this defect, the Co-filer must submit sufficient proof verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including November 9, 2020.

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

- a written statement from the "record" holder of the Co-filer's shares (usually a broker or a bank) verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 9, 2020; or
- if the Co-filer 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 Co-filer's ownership of the requisite number of ExxonMobil shares as of or before the date on which the one-year eligibility 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 Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period.

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.

The Co-filer can confirm whether its broker or bank is a DTC participant by asking its broker or bank or by checking the listing of current DTC participants, which may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- If the Co-filer's broker or bank is a DTC participant, then the Co-filer needs to submit a written statement from its broker or bank verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 9, 2020.
- If the Co-filer's broker or bank is not a DTC participant, then the Co-filer needs to submit proof of ownership from the DTC participant through which the securities are held verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including November 9, 2020. The Co-filer should be able to find out who this DTC participant is by asking the Co-filer's broker or bank. If the Co-filer's broker is an introducing broker, the Co-filer may also be able to learn the identity and telephone number of the DTC participant through the Co-filer's account statements because the clearing broker identified on the Co-filer's account statements will generally be a DTC participant. If the DTC participant that holds the Co-filer's shares knows the Co-filer's broker's or bank's holdings, but does not know the Co-filer's holdings, the Co-filer needs to satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that for the one-year period preceding and including November 9, 2020, the required amount of securities were continuously held – one from the Co-filer's broker or bank, confirming the Co-filer's ownership, and the other from the DTC participant, confirming the broker or bank's ownership.

#### Documentation of Authority

Pursuant to SEC Staff Legal Bulletin 14I, the submission of a proposal by proxy (i.e., by a representative rather than by the shareholder directly) must include proper documentation describing the shareholder's delegation of authority to the proxy. This documentation must:

- identify the shareholder-proponent and the person or entity selected as proxy;
- identify the company to which the proposal is directed;
- identify the annual or special meeting for which the proposal is submitted;

- identify the specific proposal to be submitted (e.g., proposal to lower the threshold for calling a special meeting from 25% to 10%); and
- be signed and dated by the shareholder.

The SEC's rules require that 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 \_\_\_\_\_, or by email to \_\_\_\_\_.

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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 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.

Sincerely,



SME/tlb

Enclosures

c: Adam M. Kanzer

## Englande, Sherry M

---

**From:** Patricia Karr Seabrook <patricia@mhinvest.com>  
**Sent:** Monday, November 23, 2020 3:35 PM  
**To:** Shareholder Relations /SM; Englande, Sherry M  
**Cc:** Bates, Tamara L; adam.kanzer@bnpparibas.com; Miller/Howard Investments ESG Team  
**Subject:** Miller/Howard Response to Verification of Share request for XOM proposal

**Categories:** External Sender

### External Email - Think Before You Click

Dear Ms. Englande,

We were in the process of providing Verification of Shares for the XOM lobbying proposal and discovered that the account holding the shares had dropped below market value for filing. Unfortunately, we are not able to continue the process to co-file.

As we stated in our filing letter, as XOM shareholders, we believe the proposal is in the best interests of the company and the shareholders and plan to support the proposal on the proxy in 2021.

Best,  
Patricia

Patricia Karr Seabrook  
Shareholder Advocacy Coordinator  
Miller/Howard Investments, Inc.  
845.679.9166 (phone) | 845-679-5862 (fax)  
[esg@mhinvest.com](mailto:esg@mhinvest.com)  
10 Dixon Avenue | Woodstock, NY 12498  
[www.mhinvest.com](http://www.mhinvest.com)



**From:** Broussard, Jenifer L [mailto:  
**Sent:** Thursday, November 19, 2020 3:50 PM  
**To:** Miller/Howard Investments ESG Team <esg@mhinvest.com>  
**Cc:** adam.kanzer@bnpparibas.com; Englande, Sherry M  
**Subject:** ExxonMobil Shareholder Proposal Acknowledgment

On Behalf Of Shareholder Relations /SM

; Bates, Tamara L

Please see attached, sent on behalf of Sherry Englande.

Kind Regards,

THE NEEDMOR FUND

September 10, 2020

Mr. Stephen A. Littleton  
Corporate Secretary  
Exxon Mobil Corporation.  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

RECEIVED  
SEP 10 2020  
S.M. ENGLANDE

Dear Littleton:

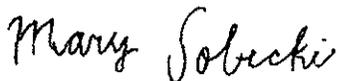
The Needmor Fund holds shares of Exxon Mobil stock. Among our top objectives is the assurance that the companies we own are doing all that they can to be transparent when it comes to corporate responsibility and climate change. We encourage Exxon Mobil to expand its transparency with regards to lobbying disclosure.

Therefore, we are submitting the enclosed shareholder proposal as a co-sponsor with the BNP Paribas Asset Management for inclusion in the 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. Proof of ownership will be provided.

We have been a shareholder holding more than \$2,000 worth of stock for more than one year, and will provide verification of ownership upon request. We will continue to hold at least \$2,000 worth of Exxon Mobil stock through the stockholder meeting. A representative of the filers will attend the stockholders' meeting to move the resolution as required by SEC rules.

We consider BNP Paribas Asset Management as the "primary filer" of this resolution, and ourselves as co-filers. Please copy correspondence both to me and Timothy Smith at Boston Trust Walden ([tsmith@bostontrustwalden.com](mailto:tsmith@bostontrustwalden.com)), our investment manager. We hereby deputize the BNP Paribas Asset Management to withdraw this resolution on our behalf

Sincerely,



Mary Sobecki  
Executive Director

Cc: Timothy Smith, Boston Trust Walden  
Adam Kanzer, BNP Paribas Asset Management

The Needmor Fund  
539 East Front Street  
Perrysburg, OH 43551

## Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

### Supporting Statement

According to the most recent annual "Emissions Gap Report" issued by the United Nations Environment Programme (November 26, 2019), critical gaps remain between the commitments national governments have made and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying activities that are inconsistent with meeting the goals of the Paris Agreement present regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are the trade associations and other politically active organizations that speak for business but, unfortunately, too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We are convinced that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

Two hundred institutional investors managing \$6.5 trillion recently wrote to ExxonMobil, seeking information on how the company is managing this critical governance issue. Insufficient information is presently available to help investors understand how ExxonMobil works to ensure that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and what ExxonMobil does to address any misalignments it has found. The investors received no response to their letter.

We commend the company for recent positive steps, such as public support for strong methane regulations and the decision to withdraw from membership in the American Legislative Exchange Council (ALEC) because of ALEC's positions on climate change. However, information we do have on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

Thus, we urge the Board and management to assess the company's climate related lobbying and report to shareholders.

**Clouthier, Marie A**

---

**From:** Englande, Sherry M  
**Sent:** Thursday, September 10, 2020 3:04 PM  
**To:** Bates, Tamara L  
**Cc:** Clouthier, Marie A  
**Subject:** FW: Needmor cofiling of Exxon Mobil lobbying resolution  
**Attachments:** Exxon\_Needmor cofiling\_2021.pdf; XOM - Climate Lobbying Proposal FINAL.pdf

Another one...

**From:** Smith, Timothy [mailto:[tsmith@bostontrustwalden.com](mailto:tsmith@bostontrustwalden.com)]  
**Sent:** Thursday, September 10, 2020 2:48 PM  
**To:** Englande, Sherry M  
**Cc:** adam kanzer ([adam.kanzer@bnpparibas.com](mailto:adam.kanzer@bnpparibas.com)) <[adam.kanzer@bnpparibas.com](mailto:adam.kanzer@bnpparibas.com)>  
**Subject:** Needmor cofiling of Exxon Mobil lobbying resolution

**External Email - Think Before You Click**

Greetings Sherry

I am forwarding a copy of a filing letter from our client the Needmor Fund cofiling the BNP Paribas Asset Management letter. Feel free to contact me with any questions  
Tim Smith

---

Instructions or requests transmitted by email are not effective until they have been confirmed by Boston Trust Walden. The information provided in this e-mail or any attachments is not an official transaction confirmation or account statement. For your protection, do not include account numbers, Social Security numbers, passwords or other non-public information in your e-mail.

This message and any attachments may contain confidential or proprietary information. If you are not the intended recipient, please notify Boston Trust Walden immediately by replying to this message and deleting it from your computer. Please do not review, copy or distribute this message. Boston Trust Walden cannot accept responsibility for the security of this e-mail as it has been transmitted over a public network.

Boston Trust Walden

---



**VIA UPS – OVERNIGHT DELIVERY**

September 24, 2020

Ms. Mary Sobecki  
Executive Director  
The Needmor Fund  
539 East Front Street  
Perrysburg, OH 43551

Dear Ms. Sobecki:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of The Needmor Fund (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. However, proof of share ownership was not included with your September 10, 2020, submission.

In order to be eligible to submit a shareholder proposal, Rule 14a-8 (copy enclosed) requires a co-filer to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. For this Proposal, the date of submission is September 10, 2020, which is the date the Proposal was received electronically by email.

The Co-filer does not appear in our records as a registered shareholder. Moreover, to date we have not received proof that the Co-filer has satisfied these ownership requirements. To remedy this defect, the Co-filer must submit sufficient proof verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including September 10, 2020.

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

- a written statement from the "record" holder of the Co-filer's shares (usually a broker or a bank) verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including September 10, 2020; or
- if the Co-filer 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 Co-filer's ownership of the requisite number of ExxonMobil shares as of or before the date on which the one-year eligibility 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 Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period.

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.

The Co-filer can confirm whether its broker or bank is a DTC participant by asking its broker or bank or by checking the listing of current DTC participants, which may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- If the Co-filer's broker or bank is a DTC participant, then the Co-filer needs to submit a written statement from its broker or bank verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including September 10, 2020.
- If the Co-filer's broker or bank is not a DTC participant, then the Co-filer needs to submit proof of ownership from the DTC participant through which the securities are held verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including September 10, 2020. The Co-filer should be able to find out who this DTC participant is by asking the Co-filer's broker or bank. If the Co-filer's broker is an introducing broker, the Co-filer may also be able to learn the identity and telephone number of the DTC participant through the Co-filer's account statements because the clearing broker identified on the Co-filer's account statements will generally be a DTC participant. If the DTC participant that holds the Co-filer's shares knows the Co-filer's broker's or bank's holdings, but does not know the Co-filer's holdings, the Co-filer needs to satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that for the one-year period preceding and including September 10, 2020, the required amount of securities were continuously held – one from the Co-filer's broker or bank, confirming the Co-filer's ownership, and the other from the DTC participant, confirming the broker or bank's ownership.

Pursuant to SEC Staff Legal Bulletin 14I, the submission of a proposal by proxy (i.e., by a representative rather than by the shareholder directly) must include proper documentation describing the shareholder's delegation of authority to the proxy. This documentation must:

- identify the shareholder-proponent and the person or entity selected as proxy;
- identify the company to which the proposal is directed;
- identify the annual or special meeting for which the proposal is submitted;
- identify the specific proposal to be submitted (e.g., proposal to lower the threshold for calling a special meeting from 25% to 10%); and
- be signed and dated by the shareholder.

The SEC's rules require that 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 \_\_\_\_\_, or by email to \_\_\_\_\_.

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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 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.

Sincerely,

A handwritten signature in cursive script, appearing to read "Sherry Eglar".

SME/tlb

Enclosures

c: Timothy Smith-Walden

## Englande, Sherry M

---

**From:** Englande, Sherry M  
**Sent:** Wednesday, October 07, 2020 11:33 AM  
**To:** Bates, Tamara L  
**Cc:** Clouthier, Marie A  
**Subject:** FW: Needmor Fund proof of ownership request  
**Attachments:** XOM\_Needmor\_Northern Trust.pdf

**From:** Smith, Timothy [mailto:[tsmith@bostontrustwalden.com](mailto:tsmith@bostontrustwalden.com)]  
**Sent:** Wednesday, October 07, 2020 11:23 AM  
**To:** Englande, Sherry M  
**Cc:** John, Kristin <[kjohn@bostontrustwalden.com](mailto:kjohn@bostontrustwalden.com)>  
**Subject:** FW: Needmor Fund proof of ownership request

**External Email - Think Before You Click**

Sherry as requested I enclose the proof of ownership letter requested

---

Timothy Smith  
Director of ESG Shareowner Engagement  
Boston Trust Walden | Principled Investing.  
1 Beacon Street, 33<sup>rd</sup> Floor, Boston, MA 02108  
Office Phone: 617.726.7155  
Email: [timothy.smith@bostontrustwalden.com](mailto:timothy.smith@bostontrustwalden.com)  
Website: [www.bostontrustwalden.com](http://www.bostontrustwalden.com)



**Cathy Moran**

Second Vice President | Relationship Manager | Global Family & Private Investment Offices  
50 South La Salle Street, B-10, Chicago, Illinois 60603 USA  
+1 312-444-4586 | F +1 312-444-5202 | [clm13@ntrs.com](mailto:clm13@ntrs.com)

---

Instructions or requests transmitted by email are not effective until they have been confirmed by Boston Trust Walden. The information provided in this e-mail or any attachments is not an official transaction confirmation or account statement. For your protection, do not include account numbers, Social Security numbers, passwords or other non-public information in your e-mail.

This message and any attachments may contain confidential or proprietary information. If you are not the intended recipient, please notify Boston Trust Walden immediately by replying to this message and deleting it from your computer. Please do not

September 10, 2020

To Whom It May Concern:

Northern Trust is the custodian for The Needmor Fund.

We are writing to confirm that The Needmor Fund has had beneficial ownership of a least \$2,000 in market value of the voting securities of Exxon Mobil (30231G102) and that such beneficial ownership has existed continuously for one or more years in accordance with rule 14a-8(a)(1) of the Securities Exchange Act of 1934.

Northern Trust is a DTC participant.

Sincerely,



Catherine Moran

RECEIVED

OCT 7 2020

S.M. ENGLANDE

## Bates, Tamara L

---

**From:** Ray-Hickman, Alicia  
**Sent:** Wednesday, December 9, 2020 3:28 PM  
**To:** Bates, Tamara L  
**Subject:** FW: Co-filing of shareholder resolution  
**Attachments:** Exxon.pdf

Hi, Tami – Sure SAL has likely seen/forwarded already, but forwarding just in case! ☺

*Thanks,  
Alicia*

### **Alicia Ray-Hickman**

Assistant to S. A. Littleton, Vice President  
Investor Relations / Office of the Secretary

### **Exxon Mobil Corporation**

5959 Las Colinas Boulevard  
Irving, TX 75039  
(972) 940-6750

**From:** Hammar, Katarina [mailto:katarina.hammar@nordea.com]  
**Sent:** Wednesday, December 9, 2020 12:00 PM  
**To:** Littleton, Stephen A  
**Cc:** Ray-Hickman, Alicia ; adam.kanzer@bnpparibas.com; Durhan, Erik  
<Erik.Durhan@nordea.com>  
**Subject:** Co-filing of shareholder resolution

### **External Email - Think Before You Click**

Dear Mr Littleton

Nordea Asset Management manage the Nordea Funds Ltd assets and is the largest asset manager in the Nordic region, with a global presence and EUR 233 bn under management (as at 31.03.2020). As a leading responsible investor, we emphasize the critical role that listed companies play in addressing societal challenges and contribution to the UN Sustainable Development Goals (SDGs) and the Paris Agreement. We believe that this contributes to better risk management and presents companies with better business opportunities.

Nordea Funds Ltd is the owner of over \$2,000 of Exxon Mobil Corporation stock held continuously for over one year. Nordea Funds Ltd intends to continue to hold this stock until after the 2021 Annual Meeting. We hereby notify Exxon Mobil Corporation of Nordea Funds Ltd's intention to co-file the enclosed shareholder resolution and am submitting the enclosed shareholder proposal for inclusion in the 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. Nordea Funds Ltd is co-filing this resolution with BNP Paribas Asset Management, who is the "primary filer" of this resolution and is authorized to act on our behalf in all aspects of the resolution, including negotiation and withdrawal of the resolution.

Pls let do not hesitate to contact us if you have questions or comments. Thanks and best regards,

**Katarina Hammar**  
**Head of Active ownership**

**Nordea Asset Management | Responsible Investments Team**

Visit me: Smålandsgatan 17, Stockholm

Write to me: M532

Tel: +46 10 1565666 | Mob: +46 733577419

E-mail: [katarina.hammar@nordea.com](mailto:katarina.hammar@nordea.com)

Web: [nordea.se](http://nordea.se)

Nordea Bank AB (publ): Company registration number/VAT number: 516496-0120/SE0603000010501. The board is domiciled in Stockholm, Sweden.

This e-mail may contain confidential information. If you receive this e-mail by mistake, please inform the sender, delete the e-mail and do not share or copy it.

**Confidential**

# Nordea

FUNDS

[20201203]

Stephen A. Littleton  
Secretary  
Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298  
972-940-6715

Dear Mr. Littleton,

Nordea Asset Management manages the Nordea Funds Ltd funds and is the largest asset manager in the Nordic region, with a global presence and EUR 223 bn under management (as at 31.03.2020). As a leading responsible investor, we emphasize the critical role that listed companies play in addressing societal challenges and contribution to the UN Sustainable Development Goals (SDGs) and the Paris Agreement. We believe that this contributes to better risk management and presents companies with better business opportunities.

Nordea Funds Ltd is the owner of over \$2,000 of Exxon Mobil Corporation stock held continuously for over one year. Nordea Funds Ltd intends to continue to hold this stock until after the 2021 Annual Meeting. I hereby notify Exxon Mobil Corporation of Nordea Funds Ltd's intention to co-file the enclosed shareholder resolution and am submitting the enclosed shareholder proposal for inclusion in the 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. Nordea Funds Ltd is co-filing this resolution with BNP Paribas Asset Management, who is the "primary filer" of this resolution and is authorized to act on our behalf in all aspects of the resolution, including negotiation and withdrawal of the resolution.

A proof of ownership from a DTC participant is attached. A representative of the primary filer will attend the stockholders' meeting to move the resolution as required. We look forward to discussing the issues surrounding the requested report at your earliest convenience.



Erik Durhan Head of Corporate Governance, Nordea Funds Ltd  
Jan Särlvik, Director of Corporate Governance, Nordea Funds Ltd

Attach copy of resolution co-filed  
Attach custodian confirmation of shares held for over one year

## Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

### Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

# J.P.Morgan

JPMorgan Chase  
Chaseside  
Bournemouth  
Dorset  
UK  
BH7 7DA

2nd December 2020

## Custodian Confirmation of Holding

**ISIN:** US30231G1022

**Security Description:** EXXON MOBIL CORP COM STK

**Registration:** JPMORGAN CHASE BANK

**Fund Investment Manager:** NORDEA

To Whom It May Concern,

JPMorgan Chase confirms that, **as of the close of business December 1, 2020**, more than USD 2,000 worth of the above shares were currently held, and more than USD 2,000 worth of the above shares has been held continuously for the year preceding, in our capacity as custodian, on behalf of our client Nordea.

Yours Sincerely,



Gary I Randall  
Vice President

## Englande, Sherry M

---

**From:** Bates, Tamara L  
**Sent:** Friday, December 18, 2020 3:10 PM  
**To:** 'katarina.hammar@nordea.com'  
**Subject:** ExxonMobil 2021 Co-Filer Acknowledgement Letter  
**Attachments:** Attachments\_SEC Rule 14a-8\_Apr-1-2013 and SLB 14F\_Oct-18-2011.pdf; 2021\_ROCL\_Nordea\_Ack Letter\_Insuffecient Proof.pdf

### *Sent on Behalf of Sherry M. Englande*

Dear Ms. Hammar,

Please see the attached acknowledgement letter concerning your co-filer status.

Regards,

Tamara L. Bates  
ESG Engagement Analyst  
Investor Relations

**Exxon Mobil Corporation**  
5959 Las Colinas Blvd., Room 2635  
Irving, TX 75039-2298

Tamara L. Bates  
ESG Engagement Analyst  
Investor Relations

**Exxon Mobil Corporation**  
5959 Las Colinas Blvd., Room 2635  
Irving, TX 75039-2298



**VIA UPS – EMAIL**

December 18, 2020

Ms. Katarina Hammar  
Head of Active Ownership  
Responsible Investments Team  
Nordea Asset Management  
Smålandsgatan 17, M532  
Stockholm, Sweden

Dear Ms. Hammar:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Nordea Asset Management (the "Co-filer") the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. However, as explained in more detail below there are deficiencies in your submission that must be corrected in order to establish that you are eligible to submit a proposal – including as a co-filer – under SEC Rule 14a-8 (copy enclosed).

In order to be eligible to submit a shareholder proposal, Rule 14a-8 requires a co-filer to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. For this Proposal, the date of submission is December 9, 2020, which is the date the package was received electronically by email.

The Co-filer does not appear in our records as a registered shareholder. Moreover, the letter provided by J. P. Morgan only establishes Proponent's continuous ownership of sufficient ExxonMobil shares for the period to and including December 1, 2020, not the date of the Proposal December 9, 2020. To remedy this defect, the Co-filer must submit sufficient proof verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including December 9, 2020.

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

- a written statement from the "record" holder of the Co-filer's shares (usually a broker or a bank) verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 9, 2020; or

- if the Co-filer 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 Co-filer's ownership of the requisite number of ExxonMobil shares as of or before the date on which the one-year eligibility 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 Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period.

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.

The Co-filer can confirm whether its broker or bank is a DTC participant by asking its broker or bank or by checking the listing of current DTC participants, which may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- If the Co-filer's broker or bank is a DTC participant, then the Co-filer needs to submit a written statement from its broker or bank verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 9, 2020.
- If the Co-filer's broker or bank is not a DTC participant, then the Co-filer needs to submit proof of ownership from the DTC participant through which the securities are held verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 9, 2020. The Co-filer should be able to find out who this DTC participant is by asking the Co-filer's broker or bank. If the Co-filer's broker is an introducing broker, the Co-filer may also be able to learn the identity and telephone number of the DTC participant through the Co-filer's account statements because the clearing broker identified on the Co-filer's account statements will generally be a DTC participant. If the DTC participant that holds the Co-filer's shares knows the Co-filer's broker's or bank's holdings, but does not know the Co-filer's holdings, the Co-filer needs to satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that for the one-year period preceding and including December 9, 2020, the required amount of securities were continuously held – one from the Co-filer's broker or bank, confirming the Co-filer's ownership, and the other from the DTC participant, confirming the broker or bank's ownership. The SEC's rules require that 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 \_\_\_\_\_, or by email to \_\_\_\_\_

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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 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.

Sincerely,

A handwritten signature in black ink, appearing to read "Sheryl E. Glade". The signature is written in a cursive, flowing style.

SME/ljg

Enclosures



PeaceHealth

RECEIVED

DEC 0 2020

S. A. LITTLETON

December 3, 2020

Mr. Stephen Littleton  
VP of Investor Relations & Secretary  
ExxonMobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

Mr. Littleton:

PeaceHealth urges ExxonMobil to respond to our Climate Emergency by aligning its lobbying activities with the Paris Agreement's goal of limiting average global warming well below 2 degrees Celsius.

Therefore, PeaceHealth is co-filing the enclosed resolution with the BNP Paribas Asset Management for inclusion in the 2021 proxy statement in accordance with rule 14a-8 of the general rules and regulations of the Securities and Exchange Act of 1934. A representative of the filers will attend the annual meeting to move the resolution as required by SEC Rules.

As of November 23, 2020 PeaceHealth held, and has held continuously for at least one year, 29.134 shares of ExxonMobil Corporation common stock. A letter verifying ownership in the Company is enclosed. We will continue to hold the required number of shares in ExxonMobil Corporation through the annual meeting in 2021.

We authorize the lead filer on this resolution, BNP Paribas Asset Management and its representative, Adam Kanzer, to withdraw on our behalf if an agreement is reached. In addition, we authorize ExxonMobil and the Securities and Exchange Commission to communicate solely with the above named lead filer as representative of the filer group in connection with any no-action letter or other correspondence.

Sincerely,

A handwritten signature in black ink, appearing to read "Jeff Seirer", with a large, stylized flourish extending from the end of the signature.

Jeff Seirer  
PeaceHealth System VP Financial Integrity / Controller

Encl: Shareholder Resolution  
Verification of Ownership

## Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

### Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

# Vanguard

100 Vanguard BLVD  
Malvern, PA 19355

December 3, 2020

Mr. Stephen Littleton  
VP of Investor Relations & Secretary  
ExxonMobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

Mr. Littleton:

This letter is to verify that PeaceHealth owns 29.134 shares of ExxonMobil Corporation common stock. Furthermore, PeaceHealth has held these shares continuously since the acquisition date of 10/17/2017 up to and including the date of 12/3/2020. PeaceHealth will continue to hold at least the minimum number of shares required through the time of the Company's next annual meeting.

This security is currently held by Vanguard who serves as custodian for PeaceHealth. The shares are registered in our nominee name at the Vanguard. Please note that Vanguard is a DTC participant.

Sincerely,

*Todd Feld*

Todd Feld, Senior Relationship Manager  
Vanguard Institutional NonProfit





**VIA UPS – OVERNIGHT DELIVERY**

December 18, 2020

Mr. Jeff Seirer  
PeaceHealth System VP Financial Integrity / Controller  
PeaceHealth  
1115 SE 164th Avenue  
Vancouver, WA 98683-9324

Dear Mr. Seirer:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of PeaceHealth (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. However, the December 3, 2020, letter from Vangaurd does not confirm at least \$2,000 in market value and therefore, proof of share ownership does not meet requirements, as shown below.

In order to be eligible to submit a shareholder proposal, Rule 14a-8 (copy enclosed) requires a co-filer to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. For this Proposal, the date of submission is December 3, 2020, which is the date the Proposal was received by the overnight delivery service.

The Co-filer does not appear in our records as a registered shareholder. Moreover, to date we have not received proof that the Co-filer has satisfied these ownership requirements. To remedy this defect, the Co-filer must submit sufficient proof verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including December 3, 2020.

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

- a written statement from the "record" holder of the Co-filer's shares (usually a broker or a bank) verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 3, 2020; or
- if the Co-filer 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 Co-filer's ownership of the requisite number of ExxonMobil shares as of or before the date on which the one-year eligibility 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 Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period.

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.

The Co-filer can confirm whether its broker or bank is a DTC participant by asking its broker or bank or by checking the listing of current DTC participants, which may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- If the Co-filer's broker or bank is a DTC participant, then the Co-filer needs to submit a written statement from its broker or bank verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 3, 2020.
- If the Co-filer's broker or bank is not a DTC participant, then the Co-filer needs to submit proof of ownership from the DTC participant through which the securities are held verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 3, 2020. The Co-filer should be able to find out who this DTC participant is by asking the Co-filer's broker or bank. If the Co-filer's broker is an introducing broker, the Co-filer may also be able to learn the identity and telephone number of the DTC participant through the Co-filer's account statements because the clearing broker identified on the Co-filer's account statements will generally be a DTC participant. If the DTC participant that holds the Co-filer's shares knows the Co-filer's broker's or bank's holdings, but does not know the Co-filer's holdings, the Co-filer needs to satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that for the one-year period preceding and including December 3, 2020, the required amount of securities were continuously held – one from the Co-filer's broker or bank, confirming the Co-filer's ownership, and the other from the DTC participant confirming the broker or bank's ownership.

Pursuant to SEC Staff Legal Bulletin 14I, the submission of a proposal by proxy (i.e., by a representative rather than by the shareholder directly) must include proper documentation describing the shareholder's delegation of authority to the proxy. This documentation must:

- identify the shareholder-proponent and the person or entity selected as proxy;
- identify the company to which the proposal is directed;
- identify the annual or special meeting for which the proposal is submitted;
- identify the specific proposal to be submitted (e.g., proposal to lower the threshold for calling a special meeting from 25% to 10%); and
- be signed and dated by the shareholder.

The SEC's rules require that 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 \_\_\_\_\_, or by email to \_\_\_\_\_.

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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 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.

Sincerely,

A handwritten signature in cursive script, appearing to read "Sheng Eglar".

SME/ljg

Enclosures

## Englande, Sherry M

---

**From:** Englande, Sherry M on behalf of Shareholder Relations /SM  
**Sent:** Thursday, December 24, 2020 12:58 PM  
**To:** Bates, Tamara L  
**Subject:** FW: Attention Sherry Englande  
**Attachments:** 3557\_001.pdf; PeaceHealth Verification for ExxonMobil 12.18.20.docx.pdf

Tami – ownership for Co-filer.

**From:** Judy Byron [mailto:JByron@ipjc.org]  
**Sent:** Wednesday, December 23, 2020 5:00 PM  
**To:** Shareholder Relations /SM  
**Subject:** Attention Sherry Englande

Sherry,

Regarding the attached communication of December 18, 2020, the verification of ownership (attached) that PeaceHealth sent with its filing contained the information you are requesting.

On December 3, 2020, the date of our filing, PeaceHealth held 29.134 shares which at the stock quote for that date—\$40—was not at least \$2000 worth of stock in ExxonMobil.

However, the regulations in effect at that and present time allow shareholders to aggregated their holdings and together they need to hold at least \$2000 worth of stock in the Company.

Also, Vanguard is a DTC participant as noted in the verification letter.

Sincerely,  
Sister Judy Byron

Judy Byron, OP  
Intercommunity Peace & Justice Center  
Northwest Coalition for Responsible Investment  
1216 NE 65th St • Seattle, WA 98115  
206.223.1138 • [jbyron@ipjc.org](mailto:jbyron@ipjc.org) • [www.ipjc.org](http://www.ipjc.org)

**From:** Finnelly, Lisa <LFinnelly@peacehealth.org>  
**Sent:** Wednesday, December 23, 2020 1:45 PM  
**To:** Judy Byron <JByron@ipjc.org>  
**Subject:** Notice from ExxonMobil

Good afternoon Sister Byron,

PeaceHealth received the attached notice from ExxonMobil. This appears to be related to the work you are doing on behalf of PeaceHealth with regards to our investments so Jeff Seirer asked that I forward this on to you.

Please let me know if you have any questions.

Have a very Merry Christmas and a peaceful New Year.

Thank you

Lisa

---

**Lisa Finnely** | Accounting, Finance and Treasury

Executive Assistant to:

Janet Mayes, System Director Accounting

David Pomar, System VP Financial Planning

Jeff Seirer, System VP Financial Integrity / Controller

Financial Operations

MyTime FSA, Shared Services & PHMG Vancouver

**PeaceHealth** | 1115 SE 164<sup>th</sup> Ave, Dept 328 | Vancouver, WA 98683

**office** 360-729-1107

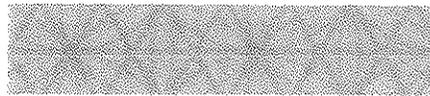


**PeaceHealth**

*The Spirit of Health*

---

This message is intended solely for the use of the individual and entity to whom it is addressed, and may contain information that is privileged, confidential, and exempt from disclosure under applicable state and federal laws. If you are not the addressee, or are not authorized to receive for the intended addressee, you are hereby notified that you may not use, copy, distribute, or disclose to anyone this message or the information contained herein. If you have received this message in error, immediately advise the sender by reply email and destroy this message.



December 4, 2020

Neil Hansen, VP, Investor Relations and Secretary  
ExxonMobil Corporation  
5959 Las Colinas  
Irving, TX 75039-2298

RECEIVED

DEC 07 2020

S. A. DITTELTON

Dear Mr. Hansen,

As a faith-based retirement plan and institutional investor, Portico Benefit Services, a ministry of the Evangelical Lutheran Church in America (ELCA) believes it is possible to positively impact shareholder value while at the same time aligning with the mission of the ELCA. We believe that corporations need to promote positive corporate policies including aligning lobbying activities with the Paris Climate Agreement.

Portico Benefit Services is beneficial owner of almost 190,000 shares of ExxonMobil common stock. A letter of ownership verification from the custodian of our portfolio will follow under separate cover. We have been a shareholder of more than \$2,000 of common stock for over one year, and we intend to maintain a requisite ownership position through the 2021 annual meeting of shareholders.

Enclosed is a shareholder proposal requesting that ExxonMobil report on its lobbying activities and how they align with the Paris Climate Agreement. According to SEC Rule 14a-8, we ask that this resolution be included in the proxy materials for the 2021 annual meeting of shareholders. Should the Board of Directors choose to oppose the resolution, we ask that our supporting statement be included as well in the proxy materials. BNP Paribas is the primary filer on this resolution.

BNP Paribas will continue as the lead shareholder and is prepared to assemble the dialogue team as quickly as convenient. As co-filers on this resolution, we authorize the lead filer to withdraw the resolution on our behalf if an agreement is reached. If you have any questions, please contact Rob Fohr, Director of Faith-Based Investing and Corporate Engagement for Presbyterian Church (U.S.A.) (PCUSA), at [Rob.Fohr@pcusa.org](mailto:Rob.Fohr@pcusa.org). As Portico's shareholder engagement partner, PCUSA represents Portico specifically in engagement related to shareholder resolutions filed by Portico, as well as engagement activities with companies in which both PCUSA and Portico have an investment. Also, please copy Rob on all related correspondence with the primary filer.

Sincerely,

Kurt A. Kreienbrink, CFA  
Senior Manager, Socially Responsible Investing & Investor Advocacy  
Portico Benefit Services  
[kkreienbri@porticobenefits.org](mailto:kkreienbri@porticobenefits.org)

CC: Rob Fohr  
Director of Faith-Based Investing and Corporate Engagement  
Presbyterian Church (U.S.A.)  
[rob.fohr@pcusa.org](mailto:rob.fohr@pcusa.org)

## Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

### Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

UPS Next Day Air<sup>®</sup>  
 UPS Next Day Air Express<sup>™</sup>  
 UPS 2nd Day Air<sup>®</sup>

This envelope is for use with the following services:

Visit [ups.com](http://ups.com)<sup>®</sup> or call 1-800-PICK-UPS<sup>®</sup> (1-800-742-5877) to schedule a pickup or find a drop off location near you.

**Domestic Shipments**

- To qualify for the faster rate, UPS Express Envelopes may only contain business cards, letters, documents, and/or electronic flash, and must weigh 1 lb. or less. UPS Express Envelopes containing items other than these listed or weighing more than 8 1/2" x 11" are subject to weight.

**International Shipments**

- The UPS Express Envelope may be used only when: Certain countries consider electronic mail; and/or certain countries do not consider electronic mail.
- To qualify for the faster rate, the UPS Express Envelope weighing more than 8 1/2" x 11" may contain only one electronic mail item.

**This Package Has  
 Been X-Rayed By  
 Central Mail**

1 OF 1  
 LTR

SHIP TO:  
 THE UNIVERSITY OF TEXAS AT IRVING  
 1900 UNIVERSITY BLVD  
 IRVING, TX 75039-2298

TX 752 9-72

UPS NEXT DAY AIR

TRACKING # 1Z 057 401 01 4361 9758




Serving you for more than 100 years  
 United Parcel Service.



© 2008 United Parcel Service of America, Inc. All rights reserved. UPS, the UPS logo, and the UPS brandmark are registered trademarks of United Parcel Service of America, Inc. All other marks contained herein are the property of their respective owners. UPS is an Equal Opportunity Employer. M/F/V/D. UPS is an Equal Opportunity Employer. M/F/V/D. UPS is an Equal Opportunity Employer. M/F/V/D.



BNY MELLON  
ASSET SERVICING

December 4, 2020

Neil Hansen  
VP, Investor Relations and Secretary  
ExxonMobil Corporation  
5959 Las Colinas  
Irving, TX 75039-2298

RECEIVED

DEC 8 2020

S.M. ENGLANDE

With a copy to:  
Erin Ripperger, Portico Benefit Services

Dear Mr. Hansen,

This letter is to confirm that as of the date hereof, The Bank of New York Mellon ("BNY Mellon"), custodian for Portico Benefit Services ("Client"), a ministry of the Evangelical Lutheran Church in America (ELCA), has continuously held 140,119 shares of common stock of ExxonMobil Corporation ("Company") from December 4, 2019 through December 4, 2020 ("Time Period").

As of the date hereof, Client has confirmed to BNY Mellon intends to hold its shares of the Company's common stock through the date of the Company's next annual meeting.

BNY Mellon is a DTC participant.

If you have any questions, please call me at (617) 382-1566.

Sincerely,

Lisa Candy  
Vice President



## **Englande, Sherry M**

---

**From:** Bates, Tamara L  
**Sent:** Wednesday, December 16, 2020 12:07 PM  
**To:** 'rob.fohr@pcusa.org'  
**Subject:** ExxonMobil 2021 Co-Filer Acknowledgement Letters  
**Attachments:** 2021\_CF\_Report on Scenario Analysis\_Presbyterian Church\_Ack Letter\_Proof Verified.pdf;  
2021\_ROCL\_Portico\_Ack Letter\_Proof Verified.pdf

### **Sent on Behalf of Sherry M. Englande**

Dear Mr. Fohr,

Please see the attached acknowledgement letters concerning your co-filer status.

Regards,

Tamara L. Bates  
ESG Engagement Analyst  
Investor Relations

**Exxon Mobil Corporation**  
5959 Las Colinas Blvd., Room 2635  
Irving, TX 75039-2298

Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, Texas 75039-2298

Sherry M. Englande  
Manager, ESG Engagement



**VIA EMAIL**

December 16, 2020

Mr. Robert Fohr  
On Behalf of Portico Benefits Services  
Director of Faith-Based Investing & Corporate Engagement  
Presbyterian Church (USA)  
100 Witherspoon Street  
Louisville, KY 40202-1396

Dear Mr. Fohr:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Portico Benefit Services (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. By copy of a letter from BNY Mellon, share ownership has been verified.

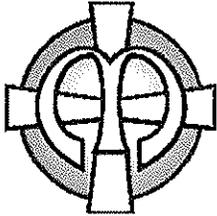
In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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.

Sincerely,

A handwritten signature in black ink that reads "Sherry Englande". The signature is written in a cursive, flowing style.

SME/tlb



School Sisters of Notre Dame, Central Pacific Province  
Office of Shalom – Justice, Peace, and Integrity of Creation  
13105 Watertown Plank Road  
Elm Grove, WI. 53122-2291  
Phone: (262) 787-1023 Fax: 262-784-9788 tdewane@ssndcp.org

December 4, 2020

Mr. Stephen A. Littleton  
Secretary  
ExxonMobil Corporation  
5959 Las Colinas Blvd.  
Irving, TX 75039-2298

RECEIVED

DEC 01 2020

S. A. LITTLETON

Dear Mr. Littleton,

The School Sisters of Notre Dame, Central Pacific Province are long term shareholders of Exxon Mobil Corporation. As a community of women religious, we are concerned for the care of creation and the impact that climate change has on the least of our brothers and sisters.

The School Sisters of Notre Dame, Central Pacific Province are the owners of 100 shares of ExxonMobil stock and have continuously held shares in ExxonMobil (with a market value in excess of \$2,000) continuously for more than one year. Verification of ownership of the shares is attached. We intend to hold the stock at least through the date of the annual meeting.

I am authorized to notify you of our intention to co-file the enclosed resolution being submitted by BNP Paribas Asset Management for consideration and action by the stockholders at the next annual meeting. I hereby submit it for inclusion in the proxy statement in accord with rule 14a-8 of the general rules and regulations of the Securities Exchange Act of 1934 for consideration and action by the shareholders.

BNP Paribas Asset Management is the lead filer of this proposal, and is thereby given authority to negotiate and withdraw the proposal on behalf of the School Sisters of Notre Dame, Central Pacific Province. We welcome the opportunity to further discuss the subject of the enclosed proposal with company representatives.

Thank you for your consideration of this matter.

Sincerely,

Timothy P. Dewane  
Shalom/JPIC Office Director  
School Sisters of Notre Dame, Central Pacific Province

CC: Adam Kanzer (BNP Paribas Asset Management)  
Francis Sherman (Seventh Generation Interfaith)

## Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

### Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.



# Commerce Trust Company

Wealth | Investments | Planning

Dan Rice  
314-746-3304

December 4, 2020

School Sisters of Notre Dame  
Central Pacific Province  
13105 Watertown Plank Road  
Elm Grove, WI 53122

Re: School Sister of Notre Dame Central Pacific Province Restricted

Dear Mr. Dewane:

<u>Security</u>	<u>Shares</u>	<u>Acquisition Date</u>
Exxon Mobile Corp (XOM)	100	Held continuously for at least one year

To the best of my knowledge, the Sisters intend to hold this security in this account at least through the date of the next annual meeting. Commerce Trust Company is a member of the Depository Trust and Clearing Company.

If you should have any questions, please call me.

Sincerely,

Dan Rice  
Institutional Relationship Administrator

DR/lj



School Sisters  
of Notre Dame

General Pacific Province  
Sydney Office

Notre Dame de L'Immaculee Conception  
13107 Woodview Road, Mount Pleasant  
Houston, TX 75229-2291

Attn: Stephen Littleton

Secretary

ExxonMobil Corporation

5959 Los Colinas Blvd

Irving, TX 75039-2298



**PRIORITY MAIL EXPRESS**

To schedule free Package Pickup, scan this QR code.



USPS.COM/PICKUP



PS 10001000006

**EC**

**PRIORITY MAIL EXPRESS**



5500 - JPK CYBOK  
12105 Walden Park Rd  
Elk Creek, WI 53122

Mr. Stephen A. Cullinane  
Elyria Mills Corporation  
5959 Leo Collins Blvd  
Elyria, OH 44028  
950392292298

**PEEL FROM THIS CORNER**



EE 334 409 534 US

Origin	Destination	Package Weight	Dimensions	Rate	Insurance	Signature	Tracking
55185	17522	2.40	12.5 x 12.5 x 3.5	38	0.00	0.00	0.00
55185	17522	2.40	12.5 x 12.5 x 3.5	38	0.00	0.00	0.00



\* Money Back Guarantee to U.S. Mails and Priority Mail Express. See DMM and IMR at postoffice.com for complete details.  
\* Priority Mail Express Guarantee for U.S. destinations only. \* For Domestic shipments, the maximum weight is 70 lbs. For international shipments, the maximum weight is 4 lbs.

Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, Texas 75039-2298

Sherry M. Englande  
Manager, ESG Engagement



**VIA UPS – OVERNIGHT DELIVERY**

December 16, 2020

Mr. Timothy P. Dewane  
Shalom/JPIC Office Director  
School Sisters of Notre Dame, Central Pacific Province  
13105 Watertown Plank Road  
Elm Grove, WI 53122-2291

Dear Mr. Dewane:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of School Sisters of Notre Dame, Central Pacific Province (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. By copy of a letter from Commerce Trust Company, share ownership has been verified.

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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.

Sincerely,

A handwritten signature in black ink that reads "Sherry Englande". The signature is written in a cursive, flowing style.

SME/tib



RECEIVED  
DEC 04 2020  
S. A. LITTLETON

December 3, 2020

Mr. Stephen Littleton  
VP of Investor Relations & Secretary  
ExxonMobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

Dear Mr. Littleton,

The members of the Sisters of Providence, Mother Joseph Province urge ExxonMobil to respond to our Climate Emergency by aligning its lobbying activities with the Paris Agreement's goal of limiting average global warming well below 2 degrees Celsius.

Therefore, the Sisters of Providence, Mother Joseph Province is co-filing the enclosed resolution with BNP Paribas Asset Management for action at the annual meeting in 2021. We submit it for inclusion in the proxy statement under Rule 14a-8 of the general rules and regulations of the Securities Exchange Act of 1934. A representative of the shareholders will attend the annual meeting to move the resolution as required by SEC rules.

As of December 3, 2020 the Sisters of Providence, Mother Joseph Province held, and has held continuously for at least one year, 35 shares of ExxonMobil Corporation common stock. A letter verifying ownership in the Company is enclosed. We will continue to hold the required number of shares in ExxonMobil Corporation through the annual meeting in 2021.

We authorize the lead filer on this resolution, BNP Paribas Asset Management and its representative, Adam Kanzer, to withdraw on our behalf if an agreement is reached. In addition, we authorize ExxonMobil and the Securities and Exchange Commission to communicate solely with the above named lead filer as representative of the filer group in connection with any no-action letter or other correspondence.

Please copy me on all communications: [David.Neisius@providence.org/](mailto:David.Neisius@providence.org/)

Sincerely,

A handwritten signature in black ink, appearing to read 'David Neisius'.

David Neisius  
Provincial Treasurer



## Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

### Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.



December 3, 2020

Sisters of Providence - Mother Joseph Province  
Provincial Admin Finance  
1801 Lind Ave SW, M1-C  
Renton, WA 98057

Account #: \*\*\*  
Questions: +1 877-561-1918  
x35485

---

**Requested Account Information**

---

Dear David Neisius,

This letter is being written to confirm the number of shares held of Exxon Mobil Corp (Symbol: XOM) in the above listed account for which you are an authorized agent

12/09/2010 - Buy - 35 shares Exxon Mobil Corp (Cusip: 30231G102)

The shares have been continuously held in the account since the purchase date. At the time this letter was written on 12/3/2020, the 35 shares of Exxon Mobil Corp (Symbol: XOM) remain in the account.

This letter is for informational purposes only and is not an official record. 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 +1 877-561-1918 x35485.

Sincerely,

*Brady Richardson*

Brady Richardson  
Sr Specialist, Escalation Support  
2423 E Lincoln Dr  
Phoenix, AZ 85016-1215

# FedEx®

SS

SHIP TO MR. STEPHEN LITTLETON SECRETARY EXXONMOBILE CORPORATION 5959 LAS COLINAS BLVD IRVING TX 75039	SHIP FROM FEDERAL EXPRESS 10000 W. BRIDGE BLVD DALLAS TX 75243
--	---

IRVING TX 75039



This Package Has  
Been X-Rayed By  
Central Mail

FRI - 04 DEC 4:30P  
STANDARD OVERNIGHT

7722 5940 4892

XH DALA

75039  
TX-HS DFW



428  
16  
9  
1630  
F  
12/04

FedEx

**Exxon Mobil Corporation**  
Investor Relations  
5959 Las Colinas Boulevard  
Irving, Texas 75039-2298

**Sherry M. Englande**  
Manager, ESG Engagement

**ExxonMobil**

**VIA UPS – OVERNIGHT DELIVERY**

December 8, 2020

Mr. David Neisius  
Provincial Treasurer  
Sisters of Providence, Mother Joseph Province  
1801 Lind Avenue SW, #9016  
Renton, WA 98057-9016

Dear Mr. Neisius:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. However, the December 3, 2020, letter from Charles Schwab does not confirm at least \$2,000 in market value and therefore, proof of share ownership does not meet requirements, as shown below.

In order to be eligible to submit a shareholder proposal, Rule 14a-8 (copy enclosed) requires a co-filer to submit sufficient proof that he or she has continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. For this Proposal, the date of submission is December 3, 2020, which is the date the Proposal was received by the overnight delivery service.

The Co-filer does not appear in our records as a registered shareholder. Moreover, to date we have not received proof that the Co-filer has satisfied these ownership requirements. To remedy this defect, the Co-filer must submit sufficient proof verifying their continuous ownership of the requisite number of ExxonMobil shares for the one-year period preceding and including December 3, 2020.

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

- a written statement from the "record" holder of the Co-filer's shares (usually a broker or a bank) verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 3, 2020; or
- if the Co-filer 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 Co-filer's ownership of the requisite number of ExxonMobil shares as of or before the date on which the one-year eligibility 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 Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period.

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.

The Co-filer can confirm whether its broker or bank is a DTC participant by asking its broker or bank or by checking the listing of current DTC participants, which may be available on the internet at: <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- If the Co-filer's broker or bank is a DTC participant, then the Co-filer needs to submit a written statement from its broker or bank verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 3, 2020.
- If the Co-filer's broker or bank is not a DTC participant, then the Co-filer needs to submit proof of ownership from the DTC participant through which the securities are held verifying that the Co-filer continuously held the requisite number of ExxonMobil shares for the one-year period preceding and including December 3, 2020. The Co-filer should be able to find out who this DTC participant is by asking the Co-filer's broker or bank. If the Co-filer's broker is an introducing broker, the Co-filer may also be able to learn the identity and telephone number of the DTC participant through the Co-filer's account statements because the clearing broker identified on the Co-filer's account statements will generally be a DTC participant. If the DTC participant that holds the Co-filer's shares knows the Co-filer's broker's or bank's holdings, but does not know the Co-filer's holdings, the Co-filer needs to satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that for the one-year period preceding and including December 3, 2020, the required amount of securities were continuously held – one from the Co-filer's broker or bank, confirming the Co-filer's ownership, and the other from the DTC participant confirming the broker or bank's ownership.

Pursuant to SEC Staff Legal Bulletin 14I, the submission of a proposal by proxy (i.e., by a representative rather than by the shareholder directly) must include proper documentation describing the shareholder's delegation of authority to the proxy. This documentation must:

- identify the shareholder-proponent and the person or entity selected as proxy;
- identify the company to which the proposal is directed;
- identify the annual or special meeting for which the proposal is submitted;
- identify the specific proposal to be submitted (e.g., proposal to lower the threshold for calling a special meeting from 25% to 10%); and
- be signed and dated by the shareholder.

The SEC's rules require that 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 \_\_\_\_\_, or by email to \_\_\_\_\_

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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 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.

Sincerely,

A handwritten signature in cursive script, appearing to read "Sherry Eglende".

SME/tlb

Enclosures

## Englande, Sherry M

---

**From:** Broussard, Jenifer L on behalf of Shareholder Relations /SM  
**Sent:** Wednesday, December 23, 2020 8:21 AM  
**To:** Englande, Sherry M; Bates, Tamara L  
**Subject:** FW: Response to Dec 8 letter  
**Attachments:** Exxon Mobil Corporation Sherry M. Englande Letter.pdf; Revised Confirm Letter from Schwab.pdf

Received in SR inbox yesterday afternoon.

**From:** Neisius, David W [mailto:David.Neisius@providence.org]  
**Sent:** Tuesday, December 22, 2020 2:38 PM  
**To:** Shareholder Relations /SM  
**Subject:** Response to Dec 8 letter

Dear Sherry – this e-mail is responding to your letter of December 8 (copy attached). Per request, I have attached the revised account confirmation letter from Charles Schwab confirming our ownership of 35 ExxonMobil shares over the past year at a minimum value during this time of \$30.11 per share. Note that although the market value falls below the \$2,000 threshold mentioned in your letter, we are co-filers in this shareholder initiative so our shares can be aggregated with the other co-filers.

Thank-you for your assistance,

David Neisius  
Provincial Treasurer  
Sisters of Providence Mother Joseph Province

---

This message is intended for the sole use of the addressee, and may contain information that is privileged, confidential and exempt from disclosure under applicable law. If you are not the addressee you are hereby notified that you may not use, copy, disclose, or distribute to anyone the message or any information contained in the message. If you have received this message in error, please immediately advise the sender by reply email and delete this message.



December 21, 2020

David Neisius, Authorized Agent  
Sisters of Providence Corporate Account - Mother  
Provincial Admin Finance  
1801 Lind Ave Sw, M1-C  
Renton, WA 98057

Account #: \*\*\*  
Questions: +1-800-378-0685 ext  
71054

---

**Requested Account Information**

---

Dear David Neisius,

This letter is being written to confirm the following information of Exxon Mobil Corp stock, (Symbol: XOM), held in the above listed account for which you are an authorized agent.

12/09/2010 - Buy - 35 shares Exxon Mobil Corp (Cusip: 30231G102)

The 35 shares of Mobil Corp (Symbol: XOM) remain in the account, as of December 3, 2020.

The minimum value the stock reached, for the time frame 12/03/2019 - 12/03/2020, was \$30.11 per share.

This letter is for informational purposes only and is not an official record. 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 +1-800-378-0685 ext 71054.

Sincerely,

*Gordon Deschambault*

Gordon Deschambault  
Partner Support  
8332 Woodfield Crossing Blvd  
Indianapolis, IN 46240-2482



RECEIVED

DEC 03 2020

S. A. LITTLETON

December 2, 2020

Mr. Stephen Littleton  
VP of Investor Relations & Secretary  
ExxonMobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

Dear Mr. Littleton,

The Sisters of the Holy Names of Jesus and Mary call on ExxonMobil to respond to our Climate Emergency by aligning its lobbying activities with the Paris Agreement's goal of limiting average global warming well below 2 degrees Celsius.

Therefore, the Sisters of the Holy Names of Jesus and Mary is co-filing the enclosed resolution with BNP Paribas Asset Management for action at the annual meeting in 2021. We submit it for inclusion in your proxy statement in accordance with rule 14a-8 of the general rules and regulations of the Securities and Exchange Act of 1934. A representative of the filers will attend the stockholders meeting to move the resolution as required by SEC Rules.

As of December 2, 2020 the Sisters of the Holy Names of Jesus and Mary U.S.-Ontario Province Corporation held, and has held continuously for at least one year, 70 shares of ExxonMobil Corporation common stock. A letter verifying ownership in the Company is enclosed. We will continue to hold the required number of shares in the ExxonMobil Corporation through the annual meeting in 2021.

We authorize the lead filer on this resolution, BNP Paribas Asset Management and its representative, Adam Kanzer, to withdraw on our behalf if an agreement is reached. In addition, we authorize ExxonMobil and the Securities and Exchange Commission to communicate solely with the above-named lead filer as representative of the filer group in connection with any no-action letter or other correspondence.

Please copy me on all communications: Vicki Cummings: [vcummings@snjmuson.org](mailto:vcummings@snjmuson.org)

Sincerely,

Vicki L. Cummings  
Chief Financial Officer

Encl: Shareholder Resolution  
Verification of Ownership

Finance Office, U.S.-Ontario Province Administrative Centre

PO Box 398, Marylhurst, OR 97036 503-675-7100 [info@snjmuson.org](mailto:info@snjmuson.org)

[snjmusontario.org](http://snjmusontario.org)

## Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

### Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.



BNY MELLON

BNY Mellon Asset Servicing  
240 Greenwich St., 101-0600  
New York, NY 10286

December 2, 2020

To Whom It May Concern:

This letter is to verify that Sisters of the Holy Names of Jesus & Mary owns 70 shares of Exxon Mobile Inc. common stock. Furthermore, the Sisters of the Holy Names of Jesus & Mary has held shares of Exxon Mobile Inc. continuously since before December 2009 up to and including the one year period preceding and including December 2, 2020. Sisters of the Holy Names of Jesus & Mary will continue to hold at least the minimum number of shares required through the time of the company's next annual meeting.

This security is currently held by Bank of New York Mellon who serves as custodian for Sisters of the Holy Names of Jesus and Mary. The shares are registered in our nominee name at the Bank of New York Mellon. Please note that the Bank of New York Mellon is a DTC participant.

Sincerely

A handwritten signature in black ink that reads "MT Shayne".

Michael T. Shayne, Vice President  
BNY Mellon – Asset Servicing  
101 Barclay Street  
New York, NY 10286  
michael.shayne@bnymellon.com

Building 60014-1

DELIVERY POINT 0578 87N 7172  
DATE TEST  
7190 CHESSBOARD  
LAME OFFENSE DR HIGH  
LA 2004 2018 01

SHIP DATE 090602  
AGENCY 0 1018  
OAG WASHINGTON 0280  
DAL TENDER

TO MR. STEPHAN LITTLETON  
EXXONMOBIL CORPORATION  
5959 LAS COLINAS BOULEVARD

IRVING TX 75039  
(972) 441 0276

USPS Mail Manager - Print Your Labels

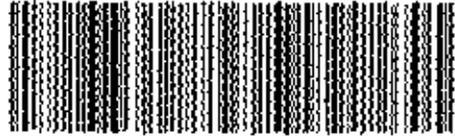


THU - 03 DEC 10, 30A  
PRIORITY OVERNIGHT

7054 7722 4419 0276  
7051

XH DALA

TX-45 75039  
DFW



St  
K  
The package has  
been X-rayed by  
Central Mail

FE

Exxon Mobil Corporation  
5959 Las Colinas Boulevard  
Irving, Texas 75039-2298

Sherry M. Englande  
Manager, ESG Engagement



**VIA UPS – OVERNIGHT DELIVERY**

December 8, 2020

Ms. Vicki L. Cummings  
Chief Financial Officer  
Sisters of the Holy Names of Jesus and Mary  
PO Box 398  
Marylhurst, OR 97036

Dear Ms. Cummings:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of Sisters of the Holy Names of Jesus and Mary (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. By copy of a letter from BNY Mellon, share ownership has been verified.

In light of the SEC Staff Legal Bulletin No. 14F dealing with Co-filers of shareholder proposals, it is important to ensure that the Proponent, BNP Paribas Asset Management, has clear authority to act on behalf of all Co-filers, including with respect to any potential negotiated withdrawal of the Proposal. Unless the Proponent 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.

Sincerely,

A handwritten signature in black ink that reads "Sherry Englande". The signature is written in a cursive, flowing style.

SME/tlb

c:



**Sisters of the Holy Names  
of Jesus and Mary**

General Administration

RECEIVED

DEC 1 2020

S. A. LITTLETON

December 10<sup>th</sup>, 2020

Mr. Stephen Littleton  
VP of Investor Relations & Secretary  
ExxonMobil Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

Dear Mr. Littleton,

The members of the *Congrégation des Soeurs des Saints Noms de Jésus et de Marie* urge ExxonMobil to respond to our Climate Emergency by aligning its lobbying activities with the Paris Agreement's goal of limiting average global warming well below 2 degrees Celsius.

Therefore, the *Congrégation des Soeurs des Saints Noms de Jésus et de Marie* is co-filing the enclosed resolution with BNP Paribas Asset Management for action at the annual meeting in 2021. We submit it for inclusion in the proxy statement under Rule 14a-8 of the general rules and regulations of the Securities Exchange Act of 1934. A representative of the shareholders will attend the annual meeting to move the resolution as required by SEC rules.

As of December 10<sup>th</sup>, 2020 the *Congrégation des Soeurs des Saints Noms de Jésus et de Marie* held, and has held continuously for at least one year, 100 shares of ExxonMobil Corporation common stock. A letter verifying ownership in the Company is enclosed. We will continue to hold the required number of shares in Exxon Mobil Corporation through the annual meeting in 2021.

We authorize the lead filer on this resolution, BNP Paribas Asset Management and its representative, Adam Kanzer, to withdraw on our behalf if an agreement is reached. In addition, we authorize ExxonMobil and the Securities and Exchange Commission to communicate solely with the above named lead filer as representative of the filer group in connection with any no-action letter or other correspondence.

Please copy the Executive Director of the *Congrégation des Soeurs des Saints Noms de Jésus et de Marie* on all communications: Bernard Voyer: [bvoyeur@snjm.org/](mailto:bvoyeur@snjm.org/)

Sincerely,

  
Mary Ellen Holohan, SNJM  
Congregation Councilor, Treasurer

Encl.: Verification of ownership  
Resolution

December 10<sup>th</sup>, 2020

To whom it may concern:

**Subject: Verification of Ownership**

---

This letter is to verify that the Congrégation des Soeurs des Saints Noms de Jésus et de Marie owns 100 shares of Exxon Mobil Corporation common stock.

Furthermore, the Congrégation des Soeurs des Saints Noms de Jésus et de Marie has held these shares continuously since the purchase date of March 31<sup>st</sup>, 2008 including the one-year period preceding and including December 9<sup>th</sup>, 2020. At least the minimum number of shares required will continue to be held through the time of the company's next annual meeting.

This security is currently held by Desjardins Trust who serves as custodian for the Congrégation des Soeurs des Saints Noms de Jésus et de Marie. The shares are registered in our nominee name at Desjardins Trust. Please note that Desjardins Trust is a DTC participant.

Sincerely,



Véronique Lacasse  
Account Manager  
Custody Services

---

**Desjardins Trust**  
1 Complexe Desjardins  
P.O. Box 34 Desjardins Station  
Montréal (Québec) H5B 1E4  
(514) 286-9441

## Climate Lobbying Report

Shareholders request that the Board of Directors conduct an evaluation and issue a report within the next year (at reasonable cost, omitting proprietary information) describing if, and how, ExxonMobil's lobbying activities (direct and through trade associations) align with the goal of limiting average global warming to well below 2 degrees Celsius (the Paris Climate Agreement's goal). The report should also address the risks presented by any misaligned lobbying and the company's plans, if any, to mitigate these risks.

### Supporting Statement

According to the United Nations Environment Programme's most recent annual "Emissions Gap Report" (November 26, 2019), critical gaps remain between the commitments of national governments and the actions required to prevent the worst effects of climate change. Companies have an important and constructive role to play in enabling policy-makers to close these gaps.

Corporate lobbying that is inconsistent with the goals of the Paris Agreement presents regulatory, reputational and legal risks to investors. These efforts also present systemic risks to our economies, as delays in implementation of the Paris Agreement increase the physical risks of climate change, pose a systemic risk to economic stability and introduce uncertainty and volatility into our portfolios. We believe that Paris-aligned climate lobbying helps to mitigate these risks, and contributes positively to the long-term value of our investment portfolios.

Of particular concern are trade associations and other politically active organizations that speak for business but too often present forceful obstacles to progress in addressing the climate crisis.

As investors, we view fulfillment of the Paris Agreement's agreed goal—to hold the increase in the global average temperature to "well below" 2°C above preindustrial levels, and to pursue efforts to limit the temperature increase to 1.5°C— as an imperative. We believe that unabated climate change will have a devastating impact on our clients, plan beneficiaries, and the value of their portfolios. We see future "business as usual" scenarios of 3-4°C or greater as both unacceptable and uninvestable.

In 2019, two hundred institutional investors managing \$6.5 trillion wrote to ExxonMobil, seeking to understand how the company is managing this critical governance issue. Insufficient information is available to evaluate how ExxonMobil ensures that its lobbying activities, directly, in the company's name, and indirectly, through trade associations, align with the Paris Agreement's goals, and how misalignments are addressed. The investors received no response. By contrast, more than a dozen large European companies have reached agreement with investors. Shell, BP and Total have published reports evaluating the positions their trade associations are taking on climate change.

We commend the company for its public support for strong methane regulations and its decision to withdraw from at least one membership organization due to its positions on climate change. However, publicly available information on ExxonMobil's ongoing lobbying efforts through trade associations still presents serious concerns.

We urge the Board and management to assess the company's climate related lobbying and report to shareholders.

## Englande, Sherry M

---

**From:** Bernard Voyer <bvoyer@snjm.org>  
**Sent:** Wednesday, December 23, 2020 1:54 PM  
**To:** Bates, Tamara L  
**Subject:** RE: ExxonMobil 2021 Co-Filer Acknowledgement Letter

**Categories:** External Sender

### External Email - Think Before You Click

Dear Ms. Sherry M. Englande,

Further to your letter dated December 18<sup>th</sup>, this will confirm the withdrawal of our proposed resolution, as it was submitted after the deadline for ExxonMobil's 2021 Annual Meeting of Shareholders.

Sister Mary Ellen Holohan, SNJM

per

Bernard Voyer, B.A., M.Mgmt

Directeur général / Executive Director / Director ejecutivo

Congrégation des Soeurs des Saints Noms de Jésus et de Marie/

Sisters of the Holy Names of Jesus and Mary – General Administration/

Hermanas de los Santos Nombres de Jesús y María - Administración general

80, rue Saint-Charles Est, Longueuil, QC J4H1A9, CANADA

+1.450. 651. 8104 Fax. : 450-651-8635

[bvoyer@snjm.org](mailto:bvoyer@snjm.org) [www.snjm.org](http://www.snjm.org)



**From:** Bates, Tamara L [<mailto:tamara.l.bates@exxonmobil.com>]

**Sent:** December 18, 2020 16:18

**To:** Bernard Voyer <bvoyer@snjm.org>

**Subject:** ExxonMobil 2021 Co-Filer Acknowledgement Letter

**Sent on Behalf of Sherry M. Englande**

Dear Mr. Voyer,

Please see the attached acknowledgement letter concerning your co-filer status.

Regards,

Tamara L. Bates

ESG Engagement Analyst

Investor Relations

Exxon Mobil Corporation

5959 Las Colinas Blvd., Room 2635

Exxon Mobil Corporation  
Investor Relations  
5959 Las Colinas Boulevard  
Irving, Texas 75039-2298

Sherry M. Englande  
ESG Manager



**VIA EMAIL**

December 18, 2020

Ms. Mary Ellen Holohan, SNJM  
Congregation Councilor, Treasurer  
Congrégation des Soeurs des Saints Noms de Jésus et de Marie  
80, St-Charles St. East  
Longueuil, Quebec, Canada J4H1A9

Dear Ms. Holohan:

This will acknowledge receipt of your letter indicating that you wish to co-file on behalf of (the "Co-filer"), the proposal previously submitted by BNP Paribas Asset Management (the "Proponent") concerning a Report on Climate Lobbying (the "Proposal") in connection with ExxonMobil's 2021 annual meeting of shareholders. However, your submission, dated on December 10, 2020, was received at our principal executive office on December 14, 2020, after the deadline for submitting proposals. Accordingly, we ask that you confirm your withdrawal of your proposal in accordance with Rule 14a-8 and the Staff Legal Bulletin No. 14F (copy enclosed), that requires proposals for a regularly scheduled annual meeting be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting.

ExxonMobil's 2020 Proxy Statement (<https://corporate.exxonmobil.com/-/media/Global/Files/investor-relations/annual-meeting-materials/proxy-materials/2020-Proxy-Statement.pdf>) states: The deadline for receipt of a proposal to be considered for inclusion in the 2021 proxy statement is 5 p.m. Central Time, on December 10, 2020.

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 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.

Sincerely,

A handwritten signature in black ink that reads "Sherry Englande". The signature is written in a cursive, flowing style.

SME/tlb

Enclosures