

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

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

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

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

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels. A lobbying activities alignment assessment is not encompassed by this proposal.

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

Supporting Statement

ExxonMobil spent \$120,450,000 from 2010 – 2019 on federal lobbying. This does not include state lobbying expenditures, where ExxonMobil also lobbies but disclosure is uneven or absent. For example, ExxonMobil spent \$4,226,747 on lobbying in California from 2010 – 2019. Exxon also lobbies abroad, spending between €3,250,000 – 3,499,999 on lobbying in Europe for 2019.

ExxonMobil belongs to the American Fuel & Petrochem Manufacturers, American Petroleum Institute, Business Roundtable, Chamber of Commerce, Consumer Energy Alliance, and National Association of Manufacturers, which altogether spent

\$122,009,109 on lobbying for 2019. CEA has drawn attention for its involvement in a grassroots campaign that sent emails based on the same template and using “the names and addresses of people without their knowledge.” ExxonMobil does not disclose its memberships in, or payments to, trade associations, or the amounts used for lobbying.

We believe ExxonMobil’s lack of trade association lobbying disclosure presents reputational risks that could harm long-term value creation. For example, ExxonMobil supports the Paris climate agreement, yet a 2019 report found Exxon was one of five companies spending \$1 billion as part of a “carefully-managed trend of campaigns designed to portray positive messaging combined with negative policy lobbying on climate change in an effort to maintain public-facing support while simultaneously blocking the creation of binding policies.”^[1] Highlighting these risks, Norway’s largest private asset manager Storebrand divested from ExxonMobil citing its lobbying practices “amid growing concern about trade groups lobbying to soften green finance rules in Europe.”^[2]

As long-term shareholders, we support transparency, disclosure and accountability in corporate lobbying, and we therefore urge ExxonMobil to expand its disclosure