September 8, 2026

ExxonMobil

ExxonMobil: Cash Tender Offers for Outstanding 2030 1.900% Senior Notes and 2031 2.150% Senior Notes

SPRING, Texas--(BUSINESS WIRE)-- ExxonMobil Holdings Corporation ("ExxonMobil") (NYSE: XOM) today announces that its wholly owned subsidiary, Pioneer Natural Resources Company (the "**Offeror**") is offering to purchase for cash any and all of its outstanding $1,100,000,000 1.900% Senior Notes due 2030 (the "**2030 Notes**") and $1,000,000,000 2.150% Senior Notes due 2031 (the "**2031 Notes**", and together with the 2030 Notes, the "**Notes**").

Holders will receive a price equal to the Total Consideration based on the applicable Reference Yield and the applicable Fixed Spread plus Accrued Interest (each as defined below) (in the case of each of the 2030 Notes and the 2031 Notes, a "**Tender Offer**" and together, the "**Tender Offers**").

Each Tender Offer is being made upon the terms and subject to the conditions set forth in the Offer to Purchase dated September 8, 2026 (the "**Offer to Purchase**"). Terms not defined in this announcement have the meanings given to them in the Offer to Purchase.

Upon the terms and subject to the conditions set forth in the Offer to Purchase, the Offeror is offering to purchase any and all of the Notes, as set forth in the table below. Notes purchased in the Tender Offers will be cancelled. Neither Tender Offer is conditioned on any minimum principal amount of Notes being tendered. The consummation of each Tender Offer is subject to, and conditioned upon, the satisfaction or waiver, where permitted, of the conditions discussed in the Offer to Purchase.

Title of Notes	Principal Amount Outstanding	ISIN/CUSIP	Reference Security(1)	Fixed Spread(1)	Bloomberg Reference Page
1.900% Senior Notes due 2030	$1,100,000,000	ISIN NO. US723787AQ06 CUSIP NO. 723787 AQ0	4.375% UST due August 31, 2031	30 bps	FIT1
2.150% Senior Notes due 2031	$1,000,000,000	ISIN NO. US723787AR88 CUSIP NO. 723787 AR8	4.375% UST due August 31, 2031	35 bps	FIT1

(1) The "**Total Consideration**" per $1,000 principal amount of Notes of each series validly tendered at or prior to the Expiration Date and not validly withdrawn and accepted for purchase will be calculated as described in the Offer to Purchase using the applicable Fixed Spread. *See* "Description of the Tender Offers—Total Consideration" in the Offer to Purchase. The Total Consideration does not include accrued and unpaid interest on such Notes from the last interest payment date with respect to such Notes to, but not including, the Settlement Date (the "**Accrued Interest**"), which will be paid in addition to the Total Consideration.

Each Tender Offer will expire at 5:00 p.m., New York City time, on September 14, 2026, unless extended or earlier terminated (such date and time, as the same may be extended or earlier terminated, the "**Expiration Date**"). Holders who desire to participate in the Tender Offers must validly tender their Notes at or prior to the applicable Expiration Date. Tenders of Notes may be validly withdrawn at any time on or prior to the applicable Expiration Date but tenders will thereafter be irrevocable, except in certain limited circumstances where additional withdrawal rights are required by law.

Neither Tender Offer is conditioned on any minimum principal amount of Notes being tendered. Notes may be tendered only in principal amounts equal to the minimum denomination of $1,000 and integral multiples of $1,000 in excess thereof.

Upon the terms and subject to the conditions set forth in the Offer to Purchase, Holders who validly tender and who do not validly withdraw Notes at or prior to the applicable Expiration Date and whose Notes are accepted for purchase by the Offeror will receive the "**Total Consideration**". The Total Consideration payable for the Notes will be a price per $1,000 principal amount of Notes, calculated with reference to the Settlement Date, that would reflect a yield to the applicable maturity date of such Notes equal to the sum of (i) the applicable Reference Yield determined at the Price Determination Time, *plus* (ii) the applicable Fixed Spread. The Total Consideration payable for each of the 2030 Notes and the 2031 Notes will be determined as set out in the calculation in Schedule A to the Offer to Purchase.

The "**Reference Yield**" means the bid side yield to maturity, determined in accordance with market convention, of the applicable Reference Security, based on the bid price for the applicable Reference Security as reported on the applicable Bloomberg Reference Page at the Price Determination Time. The sum of the applicable Fixed Spread and the applicable Reference Yield is referred to as the "**Repurchase Yield**".

The "**Price Determination Time**" is expected to be 2:00 p.m., New York City time, on September 14, 2026.

In addition to the Total Consideration, Holders whose Notes are accepted for purchase will be paid the Accrued Interest on the Settlement Date. Interest will cease to accrue on the Settlement Date for all Notes accepted in either Tender Offer. The Settlement Date will promptly follow the Expiration Date and is expected to be September 16, 2026, which is the second business day after the Expiration Date, unless extended.

Holders are advised to check with any bank, securities broker or other intermediary through which they hold their Notes as to when such intermediary needs to receive instructions from a Holder in order for that Holder to be able to participate in either Tender Offer before the deadlines specified herein and in the Offer to Purchase. The deadlines set by any such intermediary and the Depository Trust Company for the submission and withdrawal of tender instructions will also be earlier than the relevant deadlines specified herein and in the Offer to Purchase.

The results of each Tender Offer are expected to be announced promptly following the Expiration Date. This press release will be available on https://corporate.exxonmobil.com/. Copies of the Offer to Purchase are available to holders of the Notes ("**Holders**") through the Tender and Information Agent, Global Bondholder Services Corporation at its website https://www.gbsc-usa.com/pioneer/ or by calling (212) 430-3774 (bank and brokers call collect) or (855) 654-2014 (all others please call toll-free).

The Dealer Manager for each Tender Offer is:

Citigroup
388 Greenwich Street, 4th Floor
New York, NY 10013
Toll-Free: +1 (800) 558-3745
Collect: +1 (212) 723-6106
Email: ny.liabilitymanagement@citi.com
Attention: Liability Management Group

The Tender and Information Agent for each Tender Offer is:
Global Bondholder Services Corporation
65 Broadway – Suite 404
New York, New York 10006 Attn: Corporate Actions

Bank and Brokers Call Collect: (212) 430-3774
All Others Please Call Toll Free: (855) 654-2014
E-mail: **contact@gbsc-usa.com**
Tender Offer Website: https://www.gbsc-usa.com/pioneer/

Non-U.S. Distribution Restrictions

United Kingdom. The communication of this announcement, the Offer to Purchase and any other documents or materials relating to either Tender Offer is not being made by and such documents and/or materials have not been approved by an "authorised person" for the purposes of section 21 of the Financial Services and Markets Act 2000 (as amended, the "**FSMA**"). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials is exempt from the restriction on financial promotions under section 21(1) of the FSMA on the basis that it is only directed at and may only be communicated to and may only be acted upon by: (1) persons who are outside of the United Kingdom; (2) investment professionals falling within the definition contained in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "**Order**"); (3) those persons who are existing members or creditors of the Offeror or other persons falling within Article 43(2) of the Order; (4) a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 ("**POATRs**"), or (5) any other persons to whom such documents and/or materials may lawfully be communicated in accordance with the Order (all such persons together being referred to as "**relevant persons**"). This announcement and any other documents or materials relating to either Tender Offer are only available to relevant persons.

Consequently, no disclosure document required by the FCA Product Disclosure Sourcebook ("**DISC**") for offering, selling or distributing the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the Notes or otherwise making them available to any retail investor in the UK may be unlawful under DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024. This announcement and any other documents or materials relating to the Tender Offers have been prepared on the basis that the Offer to Purchase in the UK will be made pursuant to an exemption from the prohibition on offers to the public under POATRs. This announcement and any other documents or materials relating to the Tender Offers are not a prospectus for the purposes of the POATRs. Any person who is not a relevant person should not act or rely on this document or any of its contents. Any investment or investment activity to which this announcement relates are only available to relevant persons and will be engaged in only with relevant persons.

France. Neither Tender Offer is being made, directly or indirectly, in the Republic of France (other than to qualified investors as described below). This announcement, the Offer to Purchase and any other document or material relating to either Tender Offer may not be distributed to the public in the Republic of France and have only been, and shall only be, distributed in the Republic of France to qualified investors as defined in Article 2(e) of Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**") and in accordance with Article L. 411-2, 1° of the French *Code monétaire et financier*. None of this announcement, the Offer to Purchase nor any other documents or materials relating to either Tender Offer have been or will be submitted for clearance to the *Autorité des marchés financiers*.

Italy. None of the Tender Offers, this announcement, the Offer to Purchase or any other documents or materials relating to either Tender Offer have been or will be submitted to the clearance procedure of the *Commissione Nazionale per le Società e la Borsa*("**CONSOB**") pursuant to applicable Italian laws and regulations. Each Tender Offer is being carried out in the Republic of Italy ("**Italy**") as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of February 24, 1998, as amended (the "**Financial Services Act**") and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of May 14, 1999, as amended. Holders or beneficial owners of the Notes that are resident or located in Italy can tender their Notes for purchase through authorized persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of February 15, 2018, as amended, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with any other applicable laws and regulations and with any requirements imposed by CONSOB or any other Italian authority. Each intermediary must comply with applicable laws and regulations concerning information duties *vis-à-vis* its clients in connection with the Notes or the Offer to Purchase.

Belgium. None of this announcement, the Offer to Purchase nor any other documents or materials relating to either Tender Offer have been, or will be, submitted or notified to, or approved or recognized by, the Belgian Financial Services and Markets Authority (*"Autorité des services et marchés financiers"/"Autoriteit voor Financiële Diensten en Markten"*). Neither Tender Offer is being made in Belgium by way of a public offering within the meaning of Articles 3, §1, 1° and 6, §1 of the Belgian Law of April 1, 2007 on public takeover bids (*"loi relative aux offres publiques d'acquisition"/"wet op de openbare* *overnamebiedingen"*), as amended or replaced from time to time. Accordingly, neither Tender Offer may be, or is being, advertised and neither Tender Offer will be extended and this announcement, the Offer to Purchase and any other documents or materials relating to either Tender Offer (including any memorandum, information circular, brochure or any similar documents) may not, have not, and will not, be distributed or made available, directly or indirectly, to any person in Belgium other than to "**qualified investors**" (*"investisseur qualifié"/"gekwalificeerde belegger"*) within the meaning of Article 2(e) of the Prospectus Regulation acting on their own account. Insofar as Belgium is concerned, each Tender Offer is made only to qualified investors, as this term is defined above. Accordingly, the information contained in this announcement, the Offer to Purchase or in any other documents or materials relating to either Tender Offer may not be used for any other purpose or disclosed or distributed to any other person in Belgium.

This announcement is for informational purposes only and is not an offer to purchase, a solicitation of an offer to purchase or a solicitation of consents with respect to any Notes. This announcement does not describe all the material terms of either Tender Offer and no decision should be made by any Holder on the basis of this announcement. The terms and conditions of each Tender Offer are described in the Offer to Purchase. This announcement must be read in conjunction with the Offer to Purchase. The Offer to Purchase contains important information which should be read carefully before any decision is made with respect to either Tender Offer. If any Holder is in any doubt as to the contents of this announcement, or the Offer to Purchase, or the action it should take, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Notes pursuant to either Tender Offer.

None of the Offeror, ExxonMobil, the Dealer Manager or their affiliates, or the Tender and Information Agent makes any recommendation, or has expressed an opinion, as to whether or not Holders should tender their Notes held by them pursuant to either Tender Offer, or refrain from doing so. Each Holder should make its own decision as to whether to tender its Notes and if so, the principal amount of the Notes to tender.

The Offeror has not filed this announcement or the Offer to Purchase with, and they have not been reviewed by, any federal or state securities commission or regulatory authority of any other country. No authority has passed upon the accuracy or adequacy of either Tender Offer, and it is unlawful and may be a criminal offense to make any representation to the contrary.

The Offer to Purchase does not constitute an offer to purchase Notes in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer under applicable securities or blue sky laws. The distribution of the Offer to Purchase in certain jurisdictions is restricted by law. Persons into whose possession the Offer to Purchase comes are required by each of the Offeror, ExxonMobil, the Dealer Manager and the Tender and Information Agent to inform themselves about, and to observe, any such restrictions.

Cautionary note regarding forward-looking statements

Certain statements contained in this announcement are, or may be deemed to be, "forward-looking statements" (including for purposes of the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934).

Forward-looking statements give the Offeror's current expectations and projections about future events, including strategic initiatives and future financial condition and performance, and so the Offeror's actual results may differ materially from what is expressed or implied by such forward-looking statements. Forward-looking statements sometimes use words such as "expects," "anticipates," "believes," "targets," "plans," "intends," "aims," "projects," "indicates," "may," "might," "will," "should," "potential," "could" and words of similar meaning (or the negative thereof). All statements, other than statements of historical facts, included in this announcement are forward-looking statements. Such forward-looking statements include, but are not limited to, statements relating to future events; projections; descriptions of strategic, operating, and financial plans and objectives; statements of future ambitions and plans; future earnings power; potential addressable markets; and other statements of future events or conditions.

Any forward-looking statements made by or on behalf of the Offeror speak only as of the date they are made and are based upon the knowledge and information available to the Offeror on the date of this announcement. These statements and views may be based on a number of assumptions and, by their nature, involve known and unknown risks, uncertainties and other factors because they relate to events and depend on circumstances that may or may not occur in the future and/or are beyond ExxonMobil's control or precise estimate. Subject to our obligations under U.S. law in relation to disclosure and ongoing information, we undertake no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

About ExxonMobil

ExxonMobil, one of the largest publicly traded international energy and petrochemical companies, creates solutions that improve quality of life and meet society's evolving needs.

The corporation's primary businesses - Upstream, Product Solutions and Low Carbon Solutions – provide products that enable modern life, including energy, chemicals, lubricants, and lower emissions technologies. ExxonMobil holds an industry-leading portfolio of resources, and is one of the largest integrated fuels, lubricants, and chemical companies in the world. ExxonMobil also owns and operates the largest CO_2 pipeline network in the United States. In 2021, ExxonMobil announced Scope 1 and 2 greenhouse gas emission-reduction plans for 2030 for operated assets, compared to 2016 levels. The plans are to achieve a 20-30% reduction in corporate-wide greenhouse gas intensity; a 40-50% reduction in greenhouse gas intensity of upstream operations; a 70-80% reduction in corporate-wide methane intensity; and a 60-70% reduction in corporate-wide flaring intensity. To learn more, visit exxonmobil.com and ExxonMobil's Advancing Climate Solutions.

Public Company Information: NYSE: XOM

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Source: Exxon Mobil Corporation