

2018

Shareholder Webcast

May 10, 2018

ExxonMobil



Agenda

10:00 **Welcome**

10:05 Executive Compensation Overview

10:30 Shareholder Proposals

10:45 **Q&A**

Cautionary Statement

Executive Compensation Overview

Statements regarding future events or conditions are forward-looking statements. Actual future results, including project plans, schedules, and results, as well as the impact of compensation incentives, could differ materially due to changes in oil and gas prices and other factors affecting our industry, technical or operating conditions, and other factors described in Item 1A Risk Factors in our most recent Form 10-K. References to oil-equivalent barrels and other quantities of oil and gas herein include amounts not yet classified as proved reserves under SEC rules, but which are expected to be ultimately moved into the proved category and produced in the future.

Footnotes and Definitions. Footnotes used in this presentation are presented on slide 23. See also the Frequently Used Terms on slide 24 for definitions of important terms relating to compensation used in this presentation. For more information on return on average capital employed ("ROCE"), cash flow from operations and asset sales, and total shareholder return referenced on slide 7 see the Frequently Used Terms available on the Investors page of our website at www.exxonmobil.com. The term "project" can refer to a variety of different activities and does not necessarily have the same meaning as in any government payment transparency reports.

Shareholder Engagement

- Ongoing engagement is essential
 - Keeps shareholders informed on relevant business matters
- Variety of venues:
 - Shareholder meetings, including Annual Shareholders Meeting
 - Publications and website
 - Webcasts
- Established procedures for direct communications with Directors
- Value shareholder input; considered in company deliberations

Key Messages

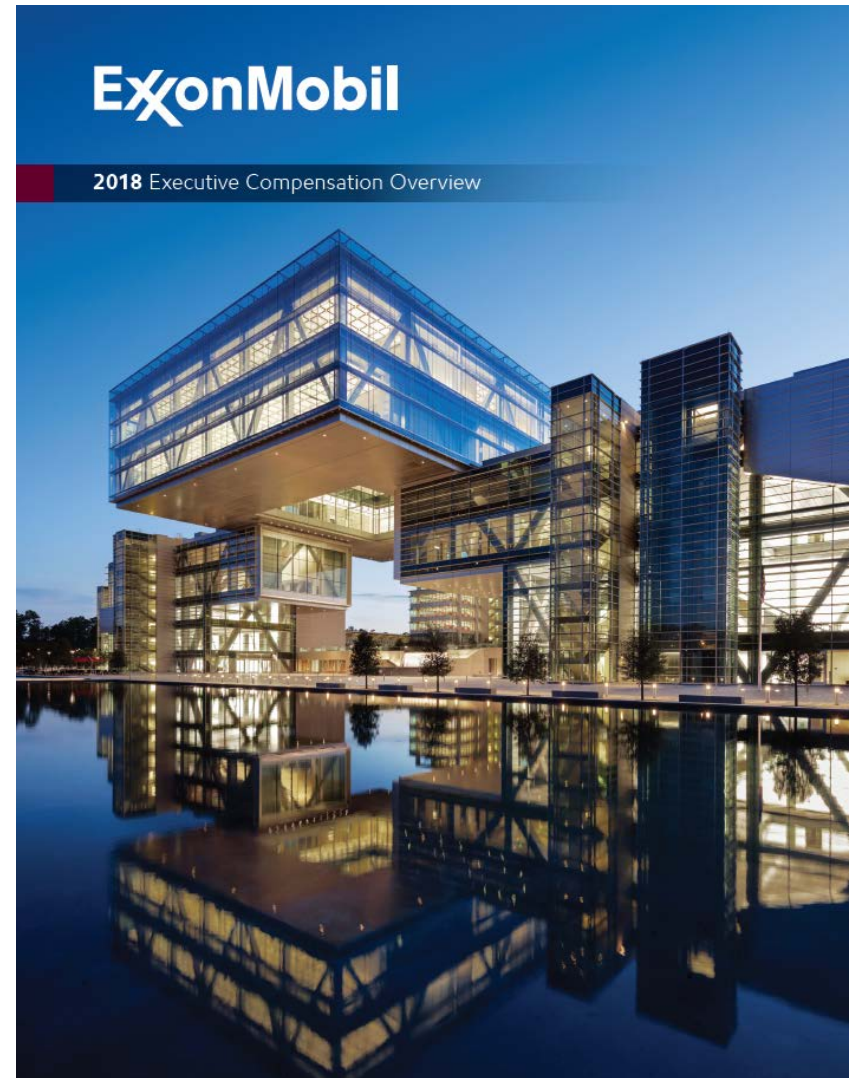
Linking Performance to Pay

Tying Pay to Shareholder Experience

Responding to Shareholder Feedback

CEO Pay

Governance Practices



Key Messages – Why Vote “FOR” Say-on-Pay?

Compensation program links Company performance to executive pay

- **Reduced** 2017 performance share awards for CEO and other Named Executive Officers due to 10-year Total Shareholder Return (TSR) performance that is not leading average of industry peers
- Industry-leading performance across all other metrics
- Increase in 2017 earnings resulted in annual bonus program **higher than 2016**
- **Pay for CEO position is at 44th percentile of benchmark CEOs⁽¹⁾**

Executive pay tied to shareholder experience

- **Over 60 percent of CEO pay delivered in the form of performance shares**, with restriction periods of 5 years, 10 years, and longer
- Long restriction periods expose executives to the full impact of the commodity price cycle, and prevent monetization of awards before the impact of business decisions becomes known

Shareholder feedback continues to result in program and disclosure improvements

- Confirmed the time period (**10 years**) used to determine Company performance against key metrics
- Decoupled performance metrics for the short-term bonus program from the long-term performance share program
- Provided more specificity as to how the Compensation Committee (CC) determines the size of annual performance share awards
- Clarified relative Company performance on key metrics against industry peers

Linking Performance to Pay

Performance Share Program

Performance Metrics (10-year)	Safety & Operations Integrity*	Return on Average Capital Employed (ROCE)*	Cash Flow from Operations and Asset Sales	Total Shareholder Return (TSR)	Strategic Objectives, Business Results & Project Execution
Assessment Criteria	vs. U.S. Petroleum Industry Benchmark	Rank Position vs. Industry Peers	Rank Position vs. Industry Peers	vs. Average of Industry Peers	CC Assessment
Status	Leading	Leading	Leading	Not Leading	Strong Results

* Highest priority metrics considered by CC

- Industry-leading performance on pre-established performance metrics over investment lead times of the business (10 years) is required to maximize performance share award
- Outstanding performance in one metric will not cancel out poor performance in another
- Executive officers are expected to perform at the highest level or they are replaced

Linking Performance to Pay

Performance Share Program, continued

>60%

of CEO pay is delivered in performance shares

Annual Process to Set Performance Share Grants Based on Business Performance and Market Orientation

1 Compensation Committee (CC) sets preliminary award levels, based on external benchmarking



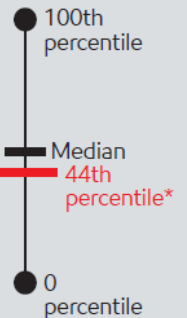
2 CC assesses Company performance relative to industry peers based on pre-established performance metrics



3 CC affects future market orientation by determining number of shares at grant based on relative Company performance assessed in Step 2



4 Stock price determines final market orientation of compensation at vest, 5 to 10+ years later



*Market orientation of CEO position over 10-year period from 2008 to 2017

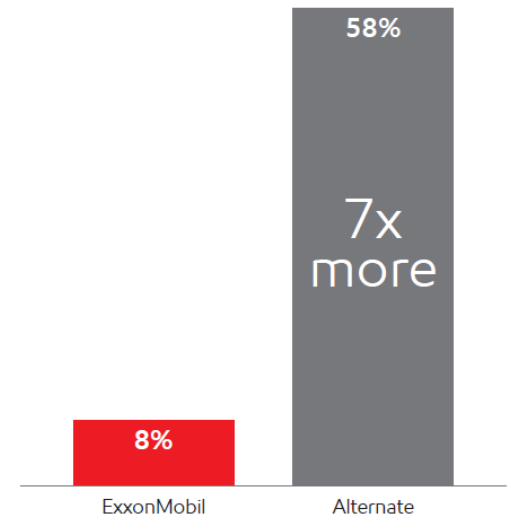
2017 performance share awards reduced, reflecting the Compensation Committee's assessment of Company TSR performance

Tying Pay to Shareholder Experience

Example The Commodity Price Cycle

- ExxonMobil's longer restriction periods ensure that executives are required to hold shares through the commodity price cycle
- An alternate, formula-based program with short-term target setting and three-year vesting would enable executives to monetize performance shares at a much faster pace
- In this example, shares are granted to an executive each year over the most recent 10-year period (2008-2017). In 2013, on the eve of a greater-than-50-percent decline in crude price, only **8 percent** of awards granted in the ExxonMobil program had vested. In the alternate program with three-year vesting, **58 percent** of awards granted would have vested – **7 times more** than the ExxonMobil program
- ExxonMobil executives, through this design feature of longer restriction periods, are encouraged to take a long-term view in business decision-making

Vested Shares Available to Sell Immediately Prior to 2013 Crude Oil Price Collapse⁽²⁾



Linking Performance to Pay

Bonus Program

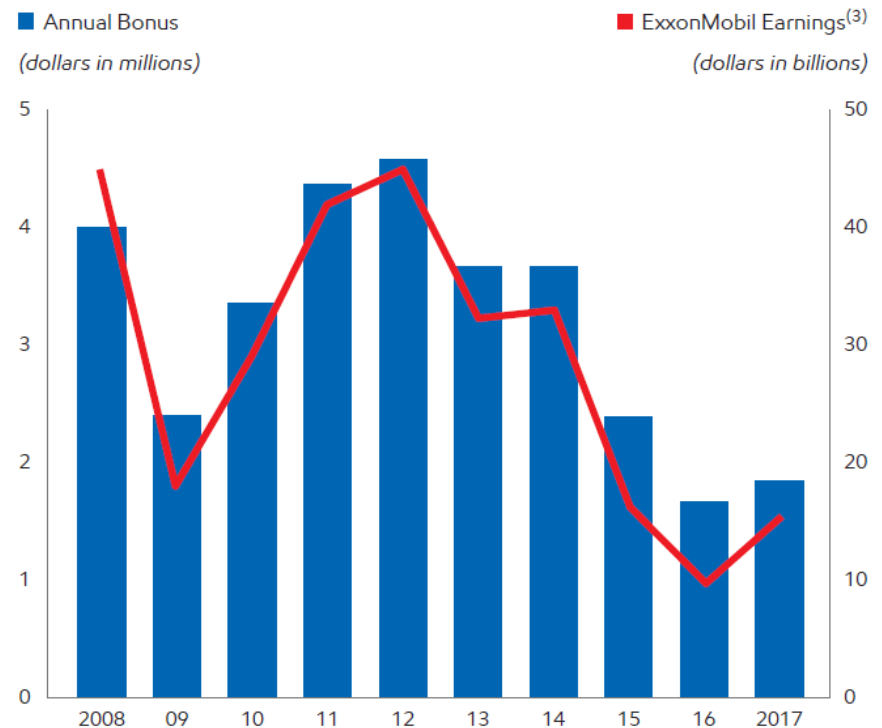
- 1 Size of annual bonus determined by a formula, aligned with change in annual earnings⁽³⁾

$$\text{\% change in annual earnings} \times \frac{2}{3} = \text{\% change in bonus program}$$

- 2 Individual grant levels determined by the above formula and changes in pay grade; Compensation Committee can apply **negative discretion** for individual performance

- 3 Half of annual bonus delayed until cumulative earnings per share (EPS) reach a specified level; EPS threshold at \$6.50 for 2014 through 2017 awards – **no reduction in EPS threshold during period of lower commodity prices and earnings**

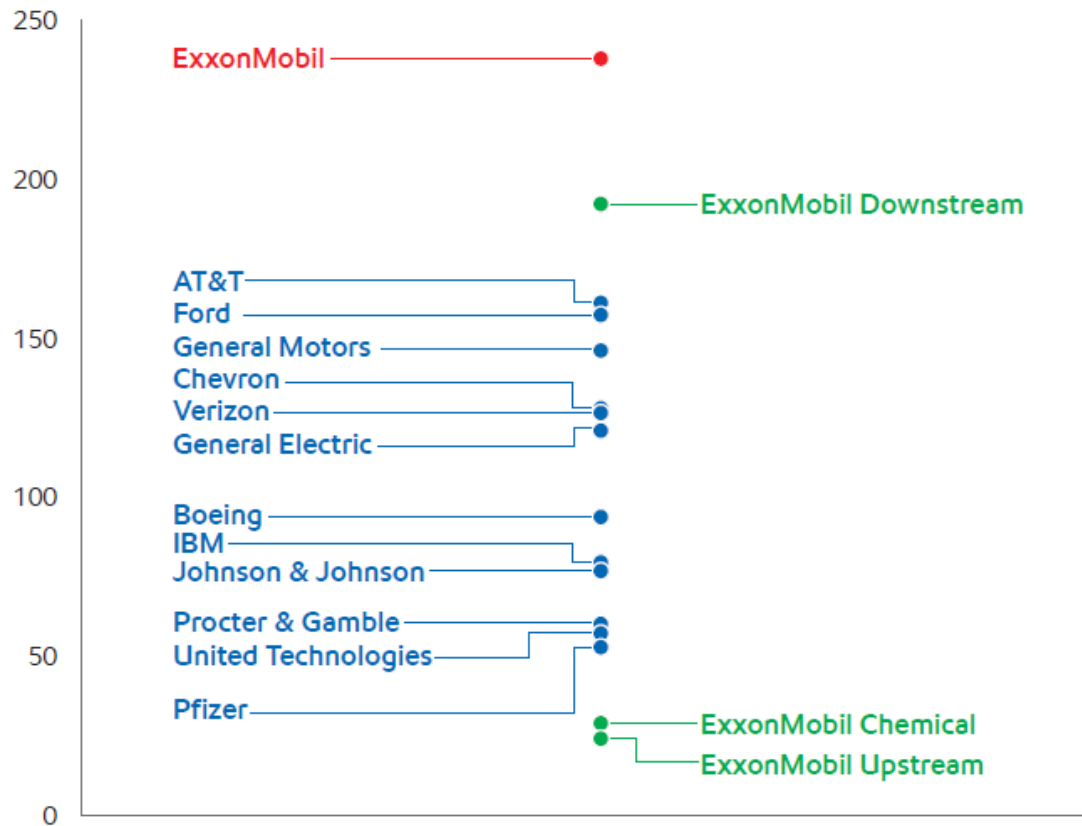
Annual Bonus Award to CEO Position and ExxonMobil Earnings



Benchmarking and Scale/Complexity

Scale of ExxonMobil vs. Benchmark Companies⁽⁴⁾⁽⁵⁾

(2017 Revenue, dollars in billions)

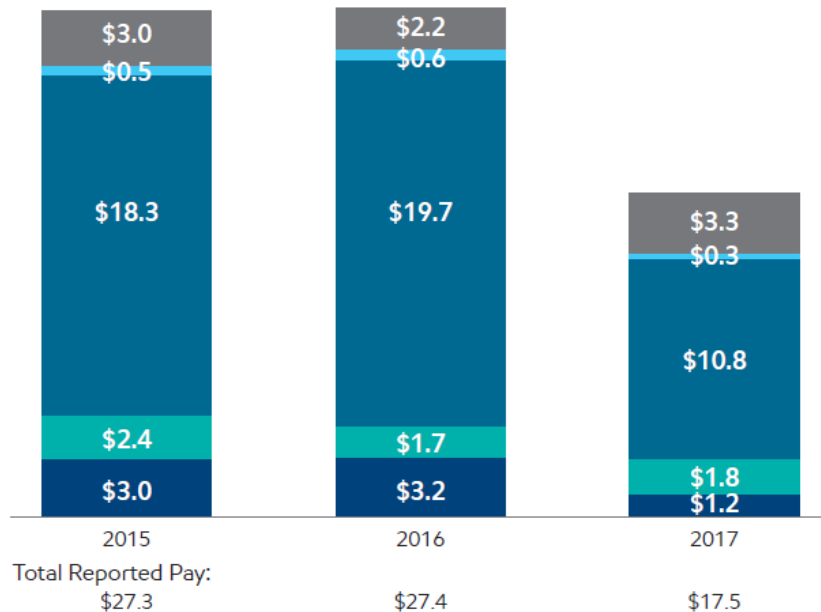


CEO Pay

Reported Pay

■ Salary ■ Bonus ■ Performance Share Award ■ All Other Compensation ■ Change in Pension Value

(dollars in millions, rounded)



-36%

Reported Pay to CEO position
in 2017 vs. 2016

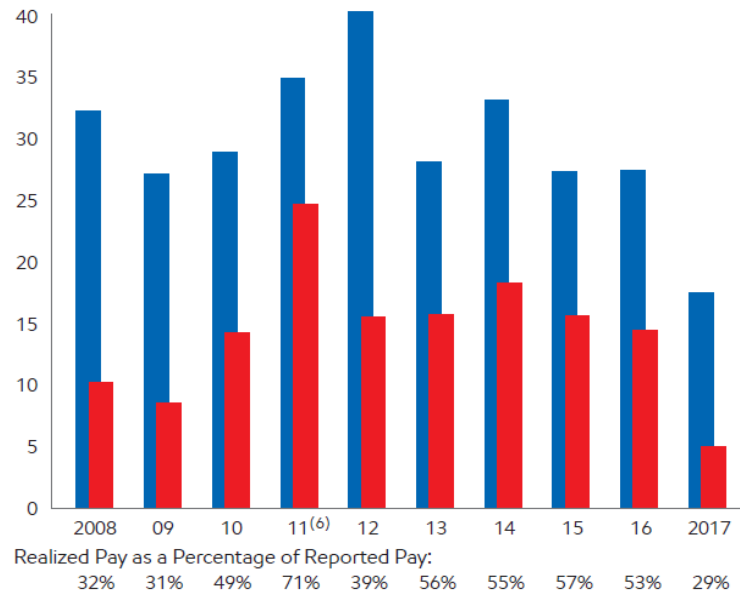
- Reduced 2017 performance share award due to 10-year Total Shareholder Return (TSR) performance that is not leading average of industry peers
- Industry-leading performance across all other metrics
- Increase in 2017 earnings resulted in annual bonus program higher than 2016

CEO Pay - 2008 to 2017

Reported Pay vs. Realized Pay Over 10-Year Period

■ Reported Pay ■ Realized Pay

(dollars in millions)



Realized and Unrealized Pay⁽¹⁾ vs. Benchmark Companies

Realized Pay:

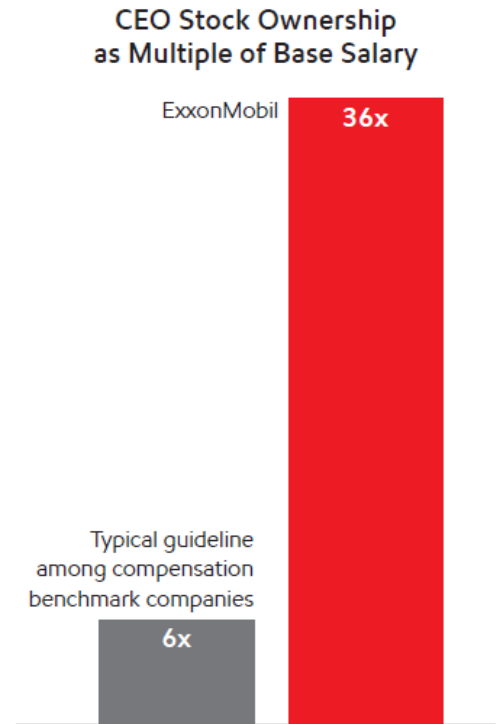
20th | **10 of 13**
PERCENTILE | POSITION

Combined Realized and Unrealized Pay:

44th | **8 of 13**
PERCENTILE | POSITION

Sound Governance Practices

- ✓ Long restriction periods on performance shares result in required ownership that far exceeds typical stock ownership guidelines among compensation benchmark companies
 - At retirement, ExxonMobil senior executives continue to have performance shares unvested and at risk of forfeiture for 10 years
 - Unvested performance shares and the delayed payout of half of the annual bonus are subject to forfeiture for resignation or detrimental activity with no accelerated payout at retirement
- ✓ Bonus clawback policy
- ✓ No employment contracts, severance agreements, or change-in-control arrangements for the CEO and other Named Executive Officers
- ✓ No guaranteed bonuses or additional grants to balance changes in value of prior grants



Why Vote “FOR” Say-on-Pay

Item 3: Advisory Vote to Approve Executive Compensation

- Compensation program links executive pay to Company performance
- Executive pay tied to shareholder experience
- Shareholder feedback continues to result in program and disclosure improvements

2018 Energy and Carbon Summary (2nd edition)

- Substantial engagement with shareholders
- Addresses feedback, including 2017 proposal – Report on Impacts of Climate Change Policies
 - Demand sensitivities
 - Impacts from 2°C scenarios
 - Positioning for a lower-carbon energy future
 - Technology
- Conducted session at March Analyst Meeting



Shareholder Proposals

- Appreciate engagement of shareholders
- Some proposals satisfactorily addressed and excluded from proxy
- Remaining proxy proposals – generally agree on objectives, differ on approach
- Important to maintain constructive dialogue

Item 4: Independent Chairman

Board recommends you vote **Against**:

- Agree with importance of a strong, independent Board
- All directors, including Presiding Director, are independent, other than CEO
- Retain flexibility to select the best leadership structure

Item 5: Special Shareholder Meetings

Board recommends you vote **Against**:

- Shareholders holding $\geq 10\%$ of shares already have right to call special meetings
- Showing of good cause demonstrates legitimate purpose and informs shareholders

Item 6: Board Diversity Matrix

Board recommends you vote **Against**:

- Diversity is a key attribute of Board composition and competency
- Detailed in proxy with Board member biographies and collective attributes
- Continued emphasis; gender/ethnic diversity exceeds S&P average

Item 7: Report on Lobbying

Board recommends you vote **Against**:

- Support accountability and appropriate transparency
- Fully comply with federal and state lobbying disclosure requirements
- Company policy positions and lobbying details available online

Questions



Footnotes

Executive Compensation Overview

- 1) Pay means the sum of Realized Pay and Unrealized Pay as described in the related Frequently Used Terms.
- 2) In the Example, for both the ExxonMobil and Alternate programs, 100 shares are granted each year from 2008 to 2017. For ExxonMobil performance share program, 50 percent of an annual grant of performance shares vests in 5 years and the other 50 percent vests in 10 years or retirement, whichever is later. For the hypothetical alternate formula-based program, shares would vest after 3 years based on TSR performance. Values shown represent percent of target shares that would pay out based on ExxonMobil's actual relative three-year TSR rank versus our industry peers: Chevron, Royal Dutch Shell, Total, and BP. Payout schedule as follows: 200% of target if ranked 1; 150% of target if ranked 2; 100% of target if ranked 3; 50% of target if ranked 4; and, 0% of target if ranked 5.
- 3) Bonus program is based on estimates of year-end earnings made in November of each year, such that payment can occur in that calendar year. The purpose of the two-thirds adjustment in the formula is to mitigate the impact of commodity price swings on short-term earnings performance.
- 4) Benchmark companies are the same companies noted in the 2017 Proxy Statement, except that General Motors replaced Caterpillar. See Frequently Used Terms for a full list of benchmark companies.
- 5) Benchmark company data based on public information. Data represents the fiscal year ending in 2017. Excludes sales-based taxes and intersegment revenues.
- 6) Exercised last stock options granted in 2001 that would have expired in 2011. No stock options granted since 2001.

Frequently Used Terms

Executive Compensation Overview

Performance Share Program is the terminology used to describe our equity program to better reflect the strong connection between performance and pay.

Compensation Benchmark Companies consist of AT&T, Boeing, Chevron, Ford, General Electric, General Motors, IBM, Johnson & Johnson, Pfizer, Procter & Gamble, United Technologies, and Verizon. For consistency, CEO compensation is based on compensation as disclosed in the Summary Compensation Table of the proxy statements as of April 27, 2018.

Reported Pay is Total Compensation reported in the Summary Compensation Table, except for 2008, where the grant date value of restricted stock as provided under current SEC rules is used to put all years of compensation on the same basis.

Realized Pay is compensation actually received by the CEO during the year, including salary, current bonus, payouts of previously granted earnings bonus units (EBUs), net spread on stock option exercises, market value at vesting of previously granted stock-based awards, and All Other Compensation amounts realized during the year. It excludes unvested grants, change in pension value, and other amounts that will not actually be received until a future date. Amounts for compensation benchmark companies include salary, bonus, payouts of non-equity incentive plan compensation, and All Other Compensation as reported in the Summary Compensation Table, plus value realized on option exercise or stock vesting as reported in the Option Exercises and Stock Vested table. It excludes unvested grants, change in pension value, and other amounts that will not actually be received until a future date, as well as any retirement-related payouts from pension or nonqualified compensation plans.

Unrealized Pay is calculated on a different basis than the grant date fair value of awards used in the Summary Compensation Table. Unrealized Pay includes the value based on each compensation benchmark company's closing stock price at fiscal year-end 2017 of unvested restricted stock awards; unvested long-term share- and cash performance awards, valued at target levels; and the "in the money" value of unexercised stock options (both vested and unvested). For ExxonMobil, this also: (i) includes the unvested performance shares that were surrendered by the former CEO to comply with conflict-of-interest requirements associated with his appointment as U.S. Secretary of State on February 1, 2017 and assumes the vesting schedule that otherwise would have applied as a retired employee, including payout over 10 years; and (ii) excludes all unpaid earnings bonus units that were also surrendered by the former CEO to comply with the conflict-of-interest requirements. For compensation benchmark companies, if a CEO retired during the period, outstanding equity is included assuming that unvested awards, as of the retirement date, continued to vest pursuant to the original terms of the award.