EXXON MOBIL CORP
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May 14, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)

of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant x

Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only(as permitted by Rule 14a-6(e)(2))**

¨ Definitive Proxy Statement

x Definitive Additional Materials

¨ Soliciting Material Pursuant to §240.14a-12

EXXON MOBIL CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Audio Webcast
May 14, 2015
9:30 a.m. CT
Before
you
cast
your
vote
on
Management
Resolution
Item
3

Advisory
Vote
to
Approve

Executive
Compensation
please
review
the
Executive
Compensation Overview, as well as the more detailed information included in the Compensation Discussion and Analysis, compensation tables, and narrative in ExxonMobil s 2015 Proxy Statement.

1
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Good morning and welcome to today s webinar to discuss ExxonMobil s executive compensation program.

This webinar is part of a broad shareholder outreach effort at the direction of the Compensation Committee of the Board of Di

Randy and I would like to thank you for the opportunity to discuss this important topic and we appreciate you taking the time t morning.

We expect our prepared comments to take about 40 minutes, leaving the balance of our time today for questions and answers. to submit your questions via the Internet at any time during the session.

Before you cast your vote on Management Resolution *Item 3 Advisory Vote to Approve Executive Compensation*, please revi Compensation Overview, as well as the more detailed information included in the Compensation Discussion and Analysis, con and narrative in ExxonMobil s 2015 Proxy Statement.

2 Reported Pay is Total Compensation reported in the Summary Compensation Table, except for years 2006 to 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 (EBU), 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 other 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 from 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 2013 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). 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. Compensation Benchmark Companies consist of AT&T, Boeing, Caterpillar, Chevron, Ford, General Electric, 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 15, 2015. Please also read the footnotes contained throughout the Executive Compensation Overview for additional definitions of terms we use and other important information. See also the Factors Affecting Future Results and Frequently Used Terms available through the Investors page of our website at www.exxonmobil.com. 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 under the heading Factors

Affecting Future Results in our most recent Form 10-K. 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.

Cautionary Statement and Definitions

Cautionary Statement and Definitions

2
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I would particularly call your attention to the definitions of certain compensation-related terms on Slide 2, which differ in som
compensation totals reported in the proxy statement tables. We will be discussing these terms in more detail in today s webin

You may also refer to the Investors section of our website, www.exxonmobil.com, for additional information as well as definit
and operating terms that we will use today.

9:30am
Shareholder
Engagement
....
Jeff
Woodbury
Agenda
Agenda
Vice President, Investor Relations and Secretary
Key Focus Areas
Basis for Compensation Decisions
Financial and Operating Performance
Strategic Business Results
Long-Term Business Performance
CEO
Compensation
....
Randy

Powers,
Manager,
Compensation,
Benefit
Plans
and
Policies
Annual Bonus Program
Equity Incentive Program
Determination of Equity Award Levels
Vesting Periods that Far Exceed Most Industries
ExxonMobil Program vs. Formula-Based Pay

10:10am

10:30am

3
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We will begin our review with a quick recap of our shareholder engagement in 2014 and the business performance for this peri the basis of compensation decisions made by the board Compensation Committee.

The balance of the review will focus on how the compensation program is carefully designed to support our business and incer management to achieve long-term, sustainable growth in shareholder value.

In response to shareholders feedback, we have included new information in this year s disclosure regarding how the Comper determined the level of share grant in our long-term incentive program for the senior executives, including the CEO.

We will also address the suggestion from some shareholders that ExxonMobil consider a formula-based methodology based or versus the industry.

We will have time for questions and answers at the end of this session.

4
2014 Shareholder Engagement
2014 Shareholder Engagement
Say-On-Pay Results: 89.8 percent For
Multiple conference calls with institutional shareholders preceding shareholder meeting
Webcast on May 14, 2014, available to all shareholders
Executive Compensation Overview brochure issued to all shareholders

4
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Ongoing shareholder engagement is a high priority for ExxonMobil and the Compensation Committee of the Board of Directo
are committed to engagement between shareholders and the Company to fully understand diverse viewpoints on the topic of ex
compensation and to ensure shareholder understanding of ExxonMobil's executive compensation program.

The Committee has carefully considered the results of the 2014 advisory vote in which almost 90 percent of votes cast support
Pay resolution.

The Compensation Discussion and Analysis (CD&A) and Executive Compensation Overview describe our exchange with shar
both before and after the vote on executive compensation.

This expansive dialogue provided an excellent opportunity to exchange perspectives and improve understanding.

A summary of shareholder engagement specifically on ExxonMobil's executive compensation program is described on this sli

5
Key Focus Areas
Key Focus Areas
Level of Stock Awards: New illustration of how the Compensation Committee determined the CEO s stock-based

award
level
Stock
Holding
Requirement:
Vesting
periods
of
up
to
10
years
or
longer
require
that
executives
hold
their
equity
compensation
through
commodity
price
cycles
Annual
Bonus:
Formula
linked
to
annual
earnings,
consistently
applied
for
13
years;
individual
awards
determined
and
differentiated
based
on
performance
CEO s
Combined
Realized
and
Unrealized

Pay:
Market
orientation
at
the
39th percentile
No
Contracts:
No
employment
contracts,
severance
agreements,
or
change-in-control
arrangements
Common
Programs:
All
U.S.
executives,
more
than
1,000
including
the
CEO,
participate
in
common
programs
(the
same
salary,
incentive,
and
retirement
programs)

5

Before you cast your vote on Management Resolution *Item 3 Advisory Vote to Approve Executive Compensation* for 2015, h
headlines of our compensation program to consider.

These focus areas were based on shareholder s feedback and requests for additional information. We will be reviewing specif
elaborate on these key points during this webinar.

We have added a new section to illustrate how the Compensation Committee determined the level of the CEO s stock-based a
Determination of Equity Award Levels , this section illustrates that award levels range from zero to the maximum level depe
company and the executive perform with respect to the performance measures.

ExxonMobil Vesting Methodology: Half of the stock-based grants require 10 years or longer to vest and that results in vesting
than three times longer than those of industry group and compensation benchmark companies. In fact, you will see that the Cl
a vesting period of 15 years. These uniquely long vesting periods sharply raise the risk profile of the stock awards, including t
until awards vest, relative to more traditional formula-based programs that pay out in three years. This inability to monetize ec
early results in executives experiencing the impact of commodity price cycles much like the experience of long-term sharehold

The annual bonus program formula is linked to annual earnings and has been consistently applied for 13 years. Half of the ann
delayed to strengthen alignment with sustainable growth in shareholder value and allow for forfeiture in the event of executive
detrimental activity. Individual awards are determined and differentiated using a method similar to individual stock-based awa

In the last few years, the media and others have reported that ExxonMobil s CEO is at the 100th percentile versus comparator
reported pay. However, we believe a more accurate description is illustrated in this year s disclosure. We have conducted a d
analysis using combined realized and unrealized pay that shows a market orientation at the 39th percentile in 2014 (was 41st p

Also, our senior executives do not have employment contracts, severance agreements, or change-in-control arrangements; and,

All U.S. executives, more than 1,000 including the CEO, participate in common programs (the same salary, incentive, and retir

Basis for Compensation
Decisions

6
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We often get asked about the basis of the Compensation Committee s assessment of the CEO s performance. In the next few share the metrics and the business results that the Committee reviews. It is a rigorous assessment that looks at both the short- a business performance as well as strategic business results.

7
Earnings of $32.5 billion in 2014 compared with $32.6 billion in 2013. Five-year annual average of $36.3 billion in earnings
Distributed $23.6 billion to shareholders in dividends and share purchases in 2014, for a distribution yield of 5.4 percent. Distributed $342 billion in dividends and share purchases since the beginning of 2000. Dividends per share increased for the 32nd consecutive year
Industry-leading return on average capital employed (ROCE) of 16.2 percent, with a five-year average of 21 percent
Strong environmental results and best-ever safety performance supported by effective risk management
Financial and Operating Performance
Financial and Operating Performance
For more information concerning ROCE, see pages 44 and 45 of the *Summary Annual Report* included with the 2015 Proxy St

7
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The Compensation Committee links the short-term incentive compensation to key short-term financial and operating performa
The 2014 results reflect our focus on the fundamentals and the strength of our integrated businesses amid global economic cha
uncertainties, and price volatility.
We delivered industry-leading earnings of $32.5 billion in 2014, compared with $32.6 billion in 2013. Over the last five years
averaged almost $36.3 billion in earnings. Total shareholder distributions were $23.6 billion. Dividends per share increased f
consecutive year.
We also maintained an industry-leading return on average capital employed of 16.2 percent.
Key to sustainability and maintaining our license to operate, we achieved strong environmental results and best-ever safety per
supported by effective risk management.

8
Strategic Business Results
Strategic Business Results
Downstream
Commissioned the Clean Fuels Project at our joint venture refinery in Saudi Arabia
Completed a lube basestock expansion in Singapore and a lubricant plant expansion in Tianjin, China
Chemical
Started construction of a major expansion at our Texas facilities, including a new world-scale ethane steam cracker and polyethylene lines
Progressed construction of a 400-thousand-tonnes-per-year specialty elastomers project in Saudi Arabia with our joint venture partner
Started construction on a new 230-thousand-tonnes-per-year specialty polymers plant in

Singapore
Upstream
Increased proved reserves by 1.5 billion oil-equivalent barrels
Completed eight major projects with working interest production capacity of more than 250 thousand oil-equivalent barrels per day
Initiated commissioning activities at the Kearl Expansion in Canada and Banyu Urip in Indonesia
Successfully drilled the first ExxonMobil-Rosneft Joint Venture Kara Sea exploration well in the Russian Arctic
Progressed a large and diverse portfolio of LNG opportunities in North America, Australia, and Africa

8
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Another key performance criterion underlying the compensation decisions made by our Compensation Committee in 2014 was
achieved on several long-term strategic priorities. These accomplishments, outlined on Slide 8, are expected to have a positive
Company performance for decades, potentially generating significant shareholder value.

9
Long-Term Business Performance
Long-Term Business Performance
(1)
Employees
and
contractors.
Includes
XTO
Energy
Inc.
data
beginning
in
2011.
(2)
Workforce
safety

data from participating American Petroleum Institute companies (2014 industry data not available at time of publication).
(3) Competitor data estimated on a consistent basis with ExxonMobil and based on public information. For more information concerning ROCE, see pages 44 and 45 of the Summary Annual Report included with the 2015

Proxy
Statement.
Safety is a core value for ExxonMobil, and nothing
receives more attention from management.
ExxonMobil s
proven
business
model
delivers industry-
leading
ROCE.

Best-ever
performance
in
2014.

Safety
results
are
a
leading
indicator
of
business
performance.

Disciplined
investments
through
the
business
cycle
position
the
Company
for
long-term
performance.

Strength
of
integrated
portfolio,
project
management,
and
technology
application.

9
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In 2014, our workforce safety performance for both employees and contractors continued to improve and remained strong in th

ExxonMobil's return on average capital employed continued to lead our competitors. In 2014, ExxonMobil s ROCE of 16.2 p than 5 percentage points higher than our nearest competitor. Over the past five years, ROCE averaged 21 percent, again about points higher than the nearest competitor. In a later Chart, Randy will examine our ROCE performance over much longer time illustrates consistent out-performance.

10
(4)
Competitor
data
estimated
on
a
consistent
basis
with
ExxonMobil
and
based
on
public
information.
BP
excludes

impact of GOM spill and TNK-BP divestment. For more information on Free Cash Flow, see page 45 of the Summary Annual Report included with the 2015 Proxy Statement.

(5) Competitor data estimated on a consistent basis with ExxonMobil and based on public information. Total shareholder distributions divided by market capitalization.

Shareholder distributions consist of cash dividends and share buybacks. For more information, see page 45 of the Summary Annual Report included with the 2015 Proxy Statement.

Long-Term Business Performance

Long-Term Business Performance

ExxonMobil s superior cash flow preserves capacity for investments and shareholder distributions. ExxonMobil maintains industry-leading shareholder distributions through the business cycle.

Generated

$117 billion of free cash flow since beginning of 2010.

Reflects strong business performance and disciplined capital allocation approach.

Dividends per share up 10 percent per year over past 10 years.

Distributed 46 cents of every dollar from operating cash flow and asset sales generated from 2010

to
2014.

10
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Another measure of the value created by the business through strong financial and operating performance is the free cash flow fully funding attractive investment opportunities.

Free cash flow grew significantly, reflecting strong business performance as well as slightly lower Capex. The business genera billion of free cash flow in 2014, up more than $7 billion from 2013. This growth reflects our financial and operating performa disciplined capital allocation approach.

Over the past five years, ExxonMobil generated $117 billion of free cash flow, which supported our growing and reliable divid industry-leading shareholder distributions.

As you can see on Chart 4, our shareholder distributions led the industry over the last five years. ExxonMobil distributed $23. shareholders in 2014 through dividends and share buybacks for a total cash distribution yield of 5.4 percent.

We continue to grow our dividend, with 2014 marking the 32nd consecutive year with a dividend increase. Further, dividends 55 percent over the last five years. On average, $0.46 of every dollar generated by the business over the last five years has bee our shareholders, which is almost double our nearest competitor.

11
(6) Annualized returns assuming dividends are reinvested when paid.
(7) BP, Chevron, Royal Dutch Shell, and Total

weighted by market capitalization. Shareholder return data for Total available from 1992.

(8) AT&T, Boeing, Caterpillar, Chevron, Ford, General Electric, IBM, Johnson & Johnson, Pfizer, Procter & Gamble, United Technologies, and Verizon weighted by market capitalization.

Long-Term Business Performance
Long-Term Business Performance

ExxonMobil leads the industry in total shareholder return (TSR) in all performance periods. ExxonMobil generated superior returns through a range of economic environments and business cycles.

The most relevant TSR comparison is across companies in the same industry of comparable size and scale.

11
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The most relevant Total Shareholder Return or TSR comparison is across companies in the same industry of comparable size a
ExxonMobil leads the industry in TSR in all performance periods shown, ranging from one to 30 years.

Chart 6 shows that ExxonMobil generated superior returns through a range of economic environments and cycles, including str
performance through the financial crisis.

CEO Compensation

12
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I will now turn it over to Randy who will take you through the highlights of the CEO compensation.

13
Reported Pay
Reported Pay
(1)
Interest
rate
changes:
from
3.5%
for
2011
to
2.5%
for
2012;
to
3.5%
for

2013; to 3.0% for 2014.

(2) In 2013, the change in pension value was negative (-$6.24 million), but under SEC reporting rules, a negative change in pension value must be shown in the Summary

Pay granted to ExxonMobil CEO in 2014 increased less than 1 percent versus 2013 and 4 percent versus 2012, while the stock grant price increased about 1 percent and 9 percent respectively.

Primary cause of fluctuating pension accrual is change

in
the
applicable
interest
rates.

Actual
pension
value
realized
will
be
dependent
on
salary,
bonus,
and
interest
rate
at
retirement.
Compensation
Table
as
zero.

13
***
***
Thank you, Jeff.

Chart 7 shows the Summary Compensation Table (SCT) reported pay for 2012 to 2014.

As shown in the Chart, almost all of the 2014 increase in reported pay is due to a valuation change in pension for accrual purpo
pension will be realized only at retirement, with final value paid out dependent on salary, bonus, and the interest rate at that tim

In addition, almost two-thirds of the CEO compensation granted by the Compensation Committee and reported in the SCT for
form of a long-term equity award.

The CEO will not actually receive the stock for many years in the future, and until such time the award remains at risk of forfe

As such, looking at reported pay in isolation is not the most complete way to view or compare compensation across a group of

For this reason, we started disclosing realized pay of the CEO in our proxy and received positive feedback from you, our share
additional perspective it brought.

14
Realized Pay vs. Reported Pay
Realized Pay vs. Reported Pay
(3)
Reported
pay
values
shown
correspond
to
the
companies
with
the
highest,
median,
and
lowest

realized pay values. *Exercised last stock options granted in 2001 that would have expired in 2011. No stock options granted since 2001. ExxonMobil CEO s realized pay averaged 46 percent of reported pay over his tenure. ExxonMobil CEO s realized pay ranked 8th among the compensation benchmark companies.

The median of the

benchmark companies is almost $21 million and the highest is almost $81 million.

14
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Realized pay is compensation actually received by the CEO during the year. It includes salary, current bonus, payouts of pr
Earnings Bonus Units (EBU), net spread on stock option exercises, market value at vesting of previously granted stock-based a
Other Compensation amounts realized during the year.
Amounts for other companies include salary, bonus, payouts of non-equity incentive plan compensation, and All Other Compe
reported in the SCT, plus value realized on option exercise or stock vesting as reported in the Option Exercises and Stock Vest
It excludes unvested grants, change in pension value, and other amounts that will not actually be received until a future date, as
any retirement-related payouts from pension or nonqualified compensation plans. We will, however, include these values in a
chart.

Chart 8 shows the history of realized pay compared to reported pay for the CEO s tenure.
ExxonMobil CEO s realized compensation averaged 46 percent of reported pay over nine year period shown, which is the per
has been in the role.
2011 is a higher percentage as that was the year the CEO exercised his last stock options that were granted in 2001 that would
expired in 2011. No stock options have been granted since 2001.

Chart 9, which has been updated to include 2014 data, puts in perspective why relying solely on reported pay from the SCT to
CEO s compensation relative to our benchmark companies may not result in the right conclusions.
Realized pay can differ significantly from reported pay for companies that grant stock options and/or have formula-based pay v
payout factors.
ExxonMobil CEO s realized pay ranked 8 of 13 among the compensation benchmark companies versus 2 of 13 for reported pa
benchmark companies realized pay median is almost $21 million and the high is almost $81 million.

15
Realized Pay and Unrealized Pay
Realized Pay and Unrealized Pay
Nonqualified
deferred
compensation
as
reported
for
some
benchmark
companies
may
include
executive
contributions.
ExxonMobil
CEO s

realized pay is below the median of the compensation benchmark companies for most of his tenure. ExxonMobil CEO s combined realized and unrealized pay is at the 39th percentile of the compensation benchmark companies.

*

39 percent of ExxonMobil CEO s realized pay in 2011 was from the exercise of stock options

that were granted in 2001 and would have expired in 2011. No stock options have been granted since 2001.

With pension value and nonqualified deferred compensation included, the orientation is between the 38th and 74th percentiles, depending on the method of quantifying pension values.

15

The Charts on this slide have also been updated with data through 2014 and included in the April 21, 2015 supplemental disclo

Chart 10 compares ExxonMobil CEO s realized pay versus our compensation benchmark companies during the nine years in role. ExxonMobil CEO s realized pay is below the median for most of his tenure.

In response to shareholder feedback, Chart 11 was developed to add the value of unrealized pay granted to the realized pay ana Chart 11 illustrates that ExxonMobil CEO s aggregate realized and unrealized granted pay is at the 39th percentile for the full current CEO has been in the role through 2014.
For this purpose, unrealized pay means the current value not the grant date value used for reporting in the SCT of outsta and stock-based incentive awards as well as the current market value of unexercised in the money stock options granted dur 2014. Award values are based on target levels of formula awards and fiscal year-end 2014 stock prices.

Depending on how pension values for the 2006 to 2014 period are determined, including pension value and nonqualified de together with the realized pay and unrealized award values shown above would place the ExxonMobil CEO between the 38th a of the compensation benchmark companies.

This analysis clarifies the inaccuracy of reports by the media in the last few years that ExxonMobil CEO was the highest paid companies.
Additional Information:
ExxonMobil CEO would rank at the 38th percentile if pension and nonqualified deferred compensation values are based on nin year of pension service (nine years represents the time in position of the current ExxonMobil CEO through 2014). For compar one CEO during this period, the pension and nonqualified deferred compensation values for both paid and accumulated amoun purpose, weighted by the tenure of the respective individual in the CEO position. Pension values are as reported in the Pensior deferred compensation values are as reported in the requisite table and may include executive contributions as well as company earned. ExxonMobil CEO would rank at the 74th percentile if pension value is simply calculated by aggregating the positive a Change in Pension Value column of the SCT for the covered period.

16
Scale and Scope of ExxonMobil
Scale and Scope of ExxonMobil
(4)
Financial
data
estimated
based
on
public
information.
Market
capitalization
is
as
of
December
31,

2014.
(5) Trailing twelve months (TTM); excludes excise taxes and other sales-based taxes, if applicable.
(6) Excludes General Electric due to lack of comparability resulting from how assets are quantified and reported for its financial business.
(7) Trailing twelve months (TTM).

Size and complexity of ExxonMobil are considered among

several
factors
The Compensation Committee places the most emphasis on individual performance and business results in determining compensation levels.

16
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The CEO compensation charts are not adjusted for the substantial differences in scale and scope between ExxonMobil and the benchmark companies.

Chart 12 puts in perspective the scale and scope of ExxonMobil versus our compensation benchmark companies.

In determining compensation levels, the Compensation Committee places the most emphasis on individual performance and bu

However, the Committee also believes that the compensation program should recognize that our senior executives are responsi managing a larger investment on behalf of shareholders relative to that of most other large, publicly traded companies. Size an ExxonMobil are considered among several factors.

ExxonMobil
Incentive Program

17

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We now turn to the design of our incentive program.

18
Annual Bonus Program
Annual Bonus Program
Bonus Program Formula
*
The
purpose
of
the
two-thirds
adjustment
is
to
mitigate
the
impact
of
commodity

price swings on short-term earnings performance.

Performance Factors that Determine Annual Bonus

The bonus program is determined by annual earnings.

The bonus program differentiates for individual performance; similar to how equity awards are differentiated.

Half of the annual bonus is delayed until cumulative earnings per share (EPS) reach a specified level, further aligning the interests of executives with sustainable long-term growth in shareholder value.

The annual bonus is subject to recoupment in the case of a material negative restatement of ExxonMobil s financial or operating results.

The bonus program formula has been applied consistently in each of the last

13 years, including years in which earnings declined.

18
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Since 2002, the annual bonus program for more than 1,700 executives worldwide, including the CEO, has been determined bas
percentage change in projected net income according to the formula shown.
The net income (earnings) performance is tempered (two-thirds x earnings percent change) to mitigate the impact of commodit
short-term earnings performance.

As shown in Chart 13, the bonus program formula has been consistently applied in each of the last 13 years, including years in
The red line on Chart 13 shows the annual percentage change in earnings and the blue line is the annual change in the bonus pr

In addition to earnings performance being the basis for the size of the bonus program, there are other performance factors that
Actual individual bonus awards are differentiated based on individual performance assessment and pay grade through a metho
how the level of individual stock-based awards are determined and differentiated by performance. We will review this method
The Compensation Committee awarded the CEO the same bonus award as 2013, consistent with 2014 earnings performance v
bonus is intentionally a small portion of the CEO s total compensation (11 percent in 2014) to reflect the Compensation Comm
emphasis on long-term compensation.
Half of the annual bonus is delayed until cumulative earnings per share (EPS) reach a specified level, further aligning the inter
with sustainable long-term growth in shareholder value. The EPS threshold has been raised over the years, from $3.00 per unit
2014. The purpose of this delay is to strengthen our forfeiture flexibility.
The annual bonus is subject to recoupment in the case of a material negative restatement of ExxonMobil s financial or operati

We benchmark the bonus program, along with all other compensation, to ensure alignment with the market.
Additional Information:
The annual bonus for the CEO decreased 20 percent in 2013 corresponding to a 27-percent decrease in 2013 corporate earning
though TSR increased to 20.1 percent in 2013.

19
ExxonMobil Equity Program
ExxonMobil Equity Program
The Committee grants a top category award to the CEO only if the Company leads on key metrics over periods of time comparable to the investment lead times of the business.
Within this framework, the Compensation Committee determined that the CEO continues to demonstrate performance represented by the top category in the award matrix based on the strategic initiatives and performance metrics.
Performance
Assessment
Process
The performance of each executive is

assessed annually through a well-defined process.

Applies to the CEO and over 1,700 other executives worldwide across multiple business lines and staff functions.

Performance assessments are distributed across five quintiles with an average assessment of about the 50th percentile.

Each performance quintile corresponds to an award level. The award levels are widely differentiated between the highest and lowest performers at each pay grade.

19
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During the 2014 proxy season, several shareholders requested more detail on how the level of individual stock-based awards is

We added a new section titled Determination of Equity Award Levels in our disclosure that more clearly delineates the seve metrics utilized by the Compensation Committee in assessing performance and illustrates how it translates into individual stock levels.

It first starts with the performance assessment process. The performance of each executive is assessed annually through a well- process.

This annual performance assessment process applies to the CEO and over 1,700 other executives worldwide across multiple bu staff functions.

These performance assessments are distributed across five quintiles with an average assessment of about the 50th percentile an levels are widely differentiated between the highest and lowest performers at each pay grade.

The Committee grants a top category award to the CEO only if the Company leads on these measures over periods of time com investment lead times of the business.
d

20
Determination of Equity Award Levels
Determination of Equity Award Levels
(1)
Competitor data estimated on a consistent basis with ExxonMobil and based on public information.

For more information concerning ROCE, see pages 44 and 45 of the Summary Annual Report included with the 2015 Proxy Statement.

(2) BP, Chevron, Royal Dutch Shell, and Total. Data for Total 1999 through 2014 only.

20
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Chart 14 illustrates the performance metrics considered and how stock-based award levels are differentiated. Each performanc
corresponds to an award level.

The award levels are widely differentiated by performance and range from zero to the maximum level depending on how the C
executive perform with respect to the seven measures.

The Compensation Committee considered the Company s performance on these performance measures and strategic business
covered in the earlier slides as well as Chart 15, Example of Performance Assessment 10-Year Average ROCE, shown on th
at an overall assessment. While not explicitly mentioned in Chart 14, the results in the areas of corporate governance, diversity
pertinent to the sustainable growth in shareholder value are also considered to arrive at an overall assessment. The size and co
business and the CEO's experience are also factors.
Business Results & Basis for Compensation Decisions section on pages 2-3 and Chart 15 on page 7 of the Overview.

Within this framework and based on the results mentioned, the Compensation Committee determined that the CEO continues t
performance represented by the top category in the award matrix.

The Committee does not use narrow, quantitative formulas in determining compensation levels. For the Company to be an ind
effectively manage the technical complexity and global scope of ExxonMobil, the most-senior executives must advance multip
objectives in parallel, versus emphasizing one or two at the expense of others that require equal attention.

21
Expected to perform at the highest level or they are replaced
Performance must be high in all key performance areas to receive
an overall superior
evaluation
Outstanding performance in one area will not cancel out poor performance in another
Officers do not have employment contracts, severance agreements,
or change-in-control
arrangements
The Company has a long history of applying this standard of performance with consistency

Made possible by a deep bench of qualified talent for senior positions generated by a disciplined management development and succession planning process

Process allows for ever-increasing performance levels uninterrupted by separations and retirements, resulting in continuity of leadership and industry-leading business performance
Highest Performance Standards for 21 Executive Officers, Including the CEO
Determination of Equity Award Levels

Determination of Equity Award Levels

21
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All 21 executive officers are expected to perform at the highest level or they are replaced. If it is determined that another exec
a stronger contribution than one of the current officers, a succession plan is implemented and the incumbent is reassigned or se
Company.

Performance must be high in all key performance areas to receive an overall superior evaluation. Outstanding performance in
cancel out poor performance in another.
For example, a problem in safety, security, health, or environmental performance could result in a reduced incentive award eve
officer s performance against financial and other metrics was superior.

The risk and consequences to officers of performance that does not meet the highest standards are increased as officers do not l
employment contracts, severance agreements, or change-in-control arrangements.

The Company has a long history of applying this standard of performance with consistency.

This is made possible by a deep bench of qualified talent for senior positions generated by a disciplined management developm
succession planning process.

This process allows for ever-increasing performance levels uninterrupted by separations and retirements, resulting in continuity
and industry-leading business performance.

22
Stock Holding Requirement
Stock Holding Requirement
Sixty-five percent of the CEO s 2014 reported compensation is in restricted stock units
50 percent vests in 10 years from grant date or retirement, whichever is later (i.e., will not vest until 2024), and the other 50 percent vests in five years
Inability to monetize equity compensation early results in executives experiencing the impact of commodity price cycles much like the experience of long-term shareholders
Reinforces strong retention of experienced executives, which contributes to competitive advantage
(1)
Includes
shares
granted
to
the
CEO
between

2002 and 2005 before his appointment to CEO.

(2) Assuming retirement at age 65 in 2017, 50 percent of shares granted in 2002 will vest at retirement in a 15-year vesting period. The vesting period for 50 percent of shares granted in

(3) Average vesting period of 2014 formula-based programs.

Vesting Periods that Far Exceed Most Industries
ExxonMobil s
extended
vesting
periods
better
reflect
and
align
with
the
time
frames
over
which
business
decisions
affect
long-term
shareholder
value
in
our
industry.
2003 is 14 years; 2004 is 13 years; 2005 is 12 years; 2006 is 11 years; and 2007 is 10 years.

22
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ExxonMobil s equity incentive program aligns with long investment lead times by granting restricted stock units with long ve
2014, 65 percent of the CEO s reported compensation is in restricted stock units with vesting periods far longer than most con
industries. Specifically, half of the annual equity award is restricted for 10 years from grant date or until retirement, whichever
other half is restricted for five years.

As illustrated in Chart 16, the 10 years or retirement, whichever is later feature results in senior executives holding equity g
three times longer than the average of three years among the industry group and compensation benchmark companies. For exa
the CEO retires in 2017, 50 percent of equity granted in 2002 will have a 15-year vesting period. Vesting is not accelerated fo
than death. Tying the actual award value to the stock price at the end of these extended vesting periods in effect creates the ult
measurement and link to Company performance.

Unlike the typical three-year formula-based programs, the ExxonMobil senior executive cannot monetize equity compensation
results in executives experiencing the impact of commodity price cycles much like the experience of long-term shareholders.

Equity grants also include meaningful risks of forfeiture prior to vesting.

These design features reinforce expected behaviors and ensure the executive s commitment to creating long-term, sustainable
shareholder value. In addition, the cumulative value of these restricted equity grants acts as a strong retention mechanism for c
performing ExxonMobil executives who are highly sought after in the industry.

23

Potential Misalignment of Formula-Based Pay with Long-Term Shareholder Experience

Potential unintended consequences of an alternate formula-based program:

Compensation that is misaligned with the gains or losses incurred by long-term shareholders through the use of steep payout factors

A focus on short-term results at the expense of long-term sustainable growth in shareholder value

Undermining the critical importance of sustainable risk management strategies

A shorter payout period due to the practical inability to forecast events much beyond the typical three-year vesting period

Undermining of the executive retention strategy

Compensation paid out or realized that differs significantly from grant values

The ExxonMobil method of granting equity or stock-based awards will result in executives seeing a one-for-one change in compensation through stock price that coincides with the experience of the long-term shareholder.

ExxonMobil Equity Program

ExxonMobil Equity Program

23
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As mentioned earlier, some shareholders have suggested that ExxonMobil consider a formula-based methodology based on thr versus the industry. Chart 17 shows a typical approach to this formula-based methodology.

The Compensation Committee reviewed and assessed this approach and determined that there is a potential for such a program following unintended consequences:

A risk/reward profile that is misaligned with that of long-term shareholders due to the use of steep payout factors, e.g., a one-p difference over benchmark companies could result in a payout of 200 percent regardless of the absolute value of TSR.

With just a three-year vesting, executives can monetize compensation in a short period of time at the expense of long-term shareholders by taking short-term optimization actions to achieve a higher compensation payout. ExxonMobil senior executiv other hand, with the program s long vesting periods, are held accountable for those decisions that they make.

Given the nature of our industry, the steep leverage of a formula-based approach does not reinforce the critical importance of sustainable risk management strategies.

A formula-based plan by design necessitates a shorter payout period due to the practical inability to forecast events much beyo typical three-year vesting period. However, in the oil and gas industry, management decisions on large, capital-intensive proje financial and operating results for decades into the future.

The shorter payout period does not reinforce our retention strategy or management development programs and succession plan These programs help achieve continuity of leadership and competitive advantage and reinforce our focus on long-term, sustain growth in shareholder value.

Compensation paid out or realized could also differ significantly from grant values as shown in the prior charts.

The ExxonMobil method of granting equity or stock-based awards will result in executives seeing a one-for-one change in con stock price that coincides with the experience of the long-term shareholder.

24
Potential Misalignment of Formula-Based Pay with ExxonMobil s Business Model
Approximately
70
percent
of
cumulative
stock-based
awards granted over the
illustrated
time
period
for
the
ExxonMobil program will
remain
unvested
and

at
risk
during employment, versus
approximately 30
percent for
the alternate program
After retirement, the
ExxonMobil
senior
executive
will
continue
to
have
grants
unvested and at risk of
forfeiture for 10 years
The
ExxonMobil
design
of
granting
and
vesting
stock-based
awards
better
aligns
with
the
long-term
investment
lead
times
and
risks
of
our
business.
Annual
investment
required
and
cash
flow
generated
by
a
typical
ExxonMobil

project. ExxonMobil equity program: 50 percent of an annual grant of restricted stock or restricted stock units vests in 10 years or retirement, whichever is later, and the other 50 percent vests in five years. Hypothetical alternate program: Percent of target shares that pay out are shown in Chart 17 and depend on ExxonMobil s relative three-year TSR rank versus our primary competitors: BP, Chevron, Royal Dutch Shell, and Total. TSR ranking has been determined by a Monte Carlo simulation that applies equal probability to each rank position. The Monte Carlo simulation method is consistent with U.S. GAAP accounting principles for

valuing
performance
stock
awards.
ExxonMobil Equity Program
ExxonMobil Equity Program

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The ExxonMobil compensation program supports the ExxonMobil business model. To illustrate that, let s take a look at Char
The purple line shows the project net cash flow of a typical ExxonMobil project, and the red and blue lines show the payout pr
ExxonMobil stock-based program and the alternate formula-based program, illustrated on the prior slide, respectively.
On this chart, to better demonstrate the difference in pace of payout, the total number of shares paid out under both compensati
programs is the same.
Chart 18 illustrates how the ExxonMobil design of granting and vesting stock-based awards better aligns with the long-term in
lead times and risks of our business.
By contrast, the high degree of variability and earlier payout of the alternate formula-based program are misaligned with the in
profile of a typical ExxonMobil project and could result in an overemphasis on short-term business performance at the expense
sustainable risk management and long-term business results.

Approximately 70 percent of a senior executive s cumulative shares or stock-based awards granted over the illustrated time pe
unvested and at risk during employment under the ExxonMobil program, versus approximately 30 percent for the alternate cas

Even after retirement, the ExxonMobil senior executive will continue to have shares unvested and at risk of forfeiture. Specifi
stock-based awards is not accelerated upon retirement.

Sustainable growth in shareholder value relies on strong alignment between the design of compensation and the ExxonMobil i
The Compensation Committee believes the current ExxonMobil compensation program does that.

With that, I will turn it over to Jeff to close before we open it up for questions.

25
The Compensation Committee on multiple occasions has carefully analyzed alternative methods of granting stock-based awards and recognizing business performance and, for the reasons mentioned above, believes that a formula-based plan would not deliver the desired results for ExxonMobil or its shareholders.
The Committee believes that the current ExxonMobil equity program still best serves the long-term
interests
of
shareholders
and
more
effectively
achieves
the
following:
Accountability:
Holds

senior executives accountable for many years, extending well beyond retirement date, with long vesting periods; Alignment: Links financial gains or losses of each executive to the experience of the long-term shareholder and aligns strongly with the ExxonMobil business model; Performance and Results: Keeps executives focused on delivering industry-leading results;

and,
Retention:
Supports
continuity
of
leadership
by
encouraging
a
career
orientation.
ExxonMobil Equity Program
ExxonMobil Equity Program

25
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Thanks Randy.

The Compensation Committee on multiple occasions has carefully analyzed alternative methods of granting stock-based award
recognizing business performance and, for the reasons Randy mentioned, believes that a formula-based plan would not deliver
results for ExxonMobil or its shareholders.

The Committee believes that the current ExxonMobil equity program still best serves the long-term interests of shareholders ar
effectively achieves the following:
Accountability: Holds senior executives accountable for many years, extending well beyond retirement date, with long vesting
Alignment: Links financial gains or losses of each executive to the experience of the long-term shareholder and aligns strongly
ExxonMobil business model;
Performance and Results: Keeps executives focused on delivering industry-leading results; and,
Retention: Supports continuity of leadership by encouraging a career orientation.

26
Vote FOR
Vote FOR
Item 3:
Item 3:
Advisory Vote to Approve Executive Compensation
Advisory Vote to Approve Executive Compensation
ExxonMobil s
compensation
program
supports
a
business
model
that
has
weathered
volatile

commodity prices and industry business cycles for many years. Our compensation program has contributed to a culture of performance, integrity, reliability, and consistency. The Company has taken additional steps to address questions raised by shareholders including, on multiple occasions, careful consideration of alternative methods of granting stock-based awards. Our compensation program is designed to ensure that executives maintain an unwavering focus on the long-term performance of the business and the interests of shareholders. We believe ExxonMobil s business model and supporting compensation program will continue to serve shareholders well in the future.

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In conclusion, ExxonMobil s compensation program supports a business model that has weathered volatile commodity prices business cycles for many years and consistently generated industry-leading financial and operating performance and sharehold very long time.

The compensation program contributes to a culture of performance, integrity, reliability, and consistency. We hope that you as recognize that the compensation program has been a key ingredient in achieving these objectives.

The Company has taken additional steps to address questions raised by shareholders including, on multiple occasions, careful c alternative methods of granting stock-based awards.

Our compensation program is designed to ensure that executives maintain an unwavering focus on the long-term performance and the interest of shareholders.

On behalf of your Board of Directors, we recognize your vote is important and encourage you to carefully consider the informa today and vote FOR the advisory vote to approve executive compensation.

Item 4
Independent Chairman
Item 5
Proxy Access Bylaw
Item 6
Climate Expert on Board
Item 7
Board Quota for Women
Item 8
Report on Compensation for Women
Item 9
Report on Lobbying
Item 10
Greenhouse Gas Emissions Goals
Item 11
Report on Hydraulic Fracturing
The Board recommends you vote AGAINST the following proposals:
Shareholder Proposals

27

As we conclude our prepared remarks, I would like to take a moment to briefly comment on the shareholder proposals in our proxy statement. We have had robust dialogue with the proponents for each of the proposals submitted, some of which have resulted in the proposal being ultimately withdrawn. Further, we have carried on these discussions with our broader shareholders.

So first, I would like to reinforce that we truly value these communications and we encourage ongoing engagement.

In the interest of time, let me just briefly comment on a few of the remaining proposals in the proxy:

Regarding Item 4, Independent Chairman, the Board believes that the decision as to who should serve as Chairman and / or CEO is the proper responsibility of the Board, and the Board should retain the flexibility to determine the particular governance structure that best serves the long-term interests of the shareholders at the time.

As you know, 11 of our 12 directors are independent, with independent board leadership provided by the Presiding Director.

Moving to Item 5 on the Proxy Access Bylaw, the Board has considered the merits of proxy access and continues to monitor related developments. We are interested in defining the governance benefits from proxy access and identifying means to capture these benefits without creating additional risks or eroding existing well-established and successful processes.

As many of you will agree, governance is risk mitigation and is a key element of a high-integrity organization.

As we speak to investors, we hear varying positions:

Some feel strongly that this proposal, if approved, would provide a fundamental right to shareholders.

Others are opposed to proxy access and feel, like our Board, that the critical role of director selection is best left to the independent Board Affairs Committee.

Third, some investors are watching and waiting, developing a position after the dialogue has advanced to definition of merits and objectives.

We respect the input of all of our investors, but currently believe that our process is time-tested and will continue to serve the interests of all shareholders.

Item 6 calls for a climate expert on our Board. Our current director selection process requires candidates to have a breadth of experience and demonstrated expertise in managing complex organizations and situations with worldwide scope. The process has resulted in a board with a broad range of qualifications and expertise, including environmental / climate experience.

The Board is comprised of members with diverse backgrounds and views, including several who have engineering or science degrees, thus enabling the Board to properly address climate-related issues with the support of Company professionals and scientists with expertise in climate-related matters.

To set aside one seat for an environmental specialist, however that may be defined, or any other single attribute or expertise would not be in the best interest of our shareholders, as it would dilute the breadth needed by all directors to make informed decisions for the Company.

27.1

Skipping down to Item 11, Report on Hydraulic Fracturing, I d like to highlight that after we received a similar resolution from the same proponent last year, the Company prepared a white paper called *Unconventional Resources Development, Managing the Risks,* which details the inherent risks and mitigations in hydraulic fracturing.

I would recommend you take a look at that report by going to our website.

I would also note that we do report related metrics in our Corporate Citizenship Report, as well as to State and Federal regulators.

The proponent is requesting certain additional quantitative information at the play or field level that in our view, taken exclusively, would not enhance our risk management or community engagement efforts.

As described in the white paper, we have well-established systems and processes to effectively manage risks.

There is unfortunately not enough time for us to address each of the shareholder proposals, but we would be happy to respond to your questions.

27.2

Questions?

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That concludes our prepared remarks. We would now be happy to take your questions.

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