

Head of Responsible Investment at the Church Commissioners for England, Edward Mason and New York State Controller, Thomas P. DiNapoli on behalf of the New York State Common Retirement Fund (the Fund) today announced their support for a shareholder proposal that calls on ExxonMobil to require the board chair be an independent member of the board.

The two institutional investors also announced they would vote against all Exxon board directors at the company's annual meeting this month.

Head of Responsible Investment at the Church Commissioners, Edward Mason said: "Exxon continues to lag its industry peers on climate change and to fail to engage properly with shareholders. We are showing our dissatisfaction in the strongest possible way by voting against the re-election of the entire board. We are encouraging other shareholders to implement a strong voting stance on director election in line with their own voting policies."

Edward Mason added that: "Continued shareholder dissatisfaction betrays a profound failure of corporate governance. The time has come at Exxon for a change and for the separation of the roles of chairman and chief executive. We are calling on shareholders to support the shareholder proposal on the Annual General Meeting ballot proposing an independent chairman."

Thomas P. DiNapoli said: "A corporate board exists as oversight of management. When the CEO serves as board chair, it not only presents an inherent conflict of roles, but is also a larger warning sign of bad corporate governance as it raises serious questions that the board may be merely a rubber stamp instead of providing genuine oversight."

DiNapoli continued, "Exxon's board's refusal to adequately address significant shareholder concerns and properly account for climate risk in its operations, even as its competitors do so, presents a governance crisis. Exxon's failure to demonstrate it is prepared to take steps toward the transition to a lower carbon future puts its business at risk. We encourage other investors to join us in voting to separate the roles of chair and CEO."

The shareholder proposal seeking an independent board chair was filed by the Kestrel Foundation and would be phased in for the next CEO transition if adopted.

The election of board directors and the vote on the independent board chair proposal will be held at Exxon's annual meeting on May 29, 2019. At the meeting, the Church Commissioners for England and the New York State Common Retirement Fund will vote in favour of two other shareholder proposals that ask Exxon's board to create a "climate committee" to evaluate the company's "strategic vision and responses to climate change" and that the company issue a report on its governance of, and spending on, lobbying.

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