



Edward Mason, Head of Responsible Investment for the Church Commissioners for England, will present two shareholder proposals - for an independent chairman and a board matrix - at the ExxonMobil AGM today in Dallas.

Please see below statements he is expected to deliver.

Statement: Proposal on Separation of Chair and CEO

Annual Shareholder Meeting of ExxonMobil

29 May 2019

Good morning - my name is Edward Mason, from the Church Commissioners, the Church of England's endowment fund. I am presenting Item 4 on behalf of the Kestrel Foundation.

This proposal requests the separation of the positions of Chair and CEO at ExxonMobil when a new CEO is next chosen. This is plain good governance.

The proposal is backed by the Church Commissioners and New York State Common Retirement Fund as engagement leads for Exxon in Climate Action 100+, an initiative supported by investors with \$33 trillion in assets, which asks companies to make emissions reductions across their value chain consistent with the goals of the Paris Agreement. Good governance supports good climate strategy and shareholder engagement.

Members of the board, last week I was in Aberdeen at BP's AGM. There, shareholders overwhelmingly passed a shareholder resolution filed by BP's Climate Action 100+ leads, and backed by the BP board, calling on the company to disclose annually the consistency of its capital expenditure with the goals of the Paris Agreement. Engagement had been intensive, meaningful and independent director-led. It resulted in an approach to climate strategy and disclosure that company and investors alike support.

Today in Dallas, there is no proposal from Exxon's Climate Action 100+ leads, because the company has omitted it from the ballot, nor is there any agreed way forward. Company and investors have been in open conflict about climate strategy and disclosure.

Recent steps the company has made in the last month to start to make arrangements for dialogue with the Climate Action 100+ group at independent director level are welcome – but the fact that it has taken so long to get to this point reflects how painfully slow progress has been to date with Exxon on climate change.

Members of the board, Climate Action 100+ investors look forward to the intensive, meaningful engagement that has been delayed for too long. My hope is that, by this time next year, Exxon will, like BP, Shell and Total, have started to map out a future consistent with the goals of the Paris Agreement. Nothing less will do. I urge a vote FOR Item 4.

Statement: Proposal on Disclosure of Board Matrix

Annual Shareholder Meeting of ExxonMobil

29 May 2019

Good morning. I am presenting Item 6 on behalf of New York City Comptroller Scott Stringer and four of New York City's five Pension Funds. The proponents have \$183 billion in assets under management and are substantial long-term Exxon shareowners, with 9.2 million shares valued at more than \$680 million.

Item 6 calls for disclosure of a board matrix that includes each director's gender and race/ethnicity, as well as their skills, experience and attributes that are most relevant in light of the company's business, long-term strategy and risks.

Members of the board, this week's Economist describes ExxonMobil as a "notable laggard" on climate change. All the while, the climate emergency is deepening, the clamour for action is growing, and governments are starting to chart a course towards net zero emissions.

Exxon urgently requires a strategy to reduce emissions across its value chain in line with the goals of the Paris Agreement, as over 320 institutional investors participating in Climate Action 100+ are calling for. Exxon needs a plan for a net zero emissions economy early in the second half of this century.

Fellow shareowners, a diverse board – in terms of relevant skills and gender and race/ethnicity – is a better board. While ExxonMobil's board is comprised of highly accomplished individuals, without a matrix, it is difficult for investors to assess the board collectively – difficult to see how each individual's attributes complement those of colleagues. The proposed matrix would give shareowners a 'big-picture' view of directors' attributes and how they fit together.

As the energy transition proceeds, we will be placing great reliance on our board. Exxon's peers such as Chevron and Occidental disclose a board matrix. This omission is easy to fix. I urge a vote FOR Item 6.

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