

Executive Compensation Overview

2015

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.

ExxonMobil
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Cautionary Statement and Definitions

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.

Agenda

9:30am Shareholder Engagement **Jeff Woodbury,**
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 Q&A

10:30am Webinar Concludes

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

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)

Basis for Compensation Decisions

Financial and Operating Performance

- 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

Strategic Business Results

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

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

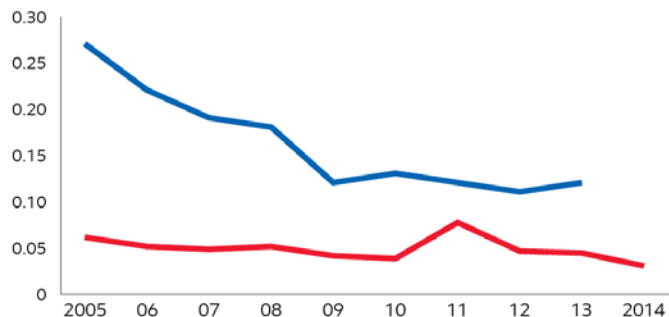
Long-Term Business Performance

1 Safety Performance

Lost-Time Injuries and Illnesses Rate

■ ExxonMobil Workforce⁽¹⁾ ■ U.S. Petroleum Industry Benchmark⁽²⁾

(incidents per 200,000 work hours)



Safety is a core value for ExxonMobil, and nothing receives more attention from management.

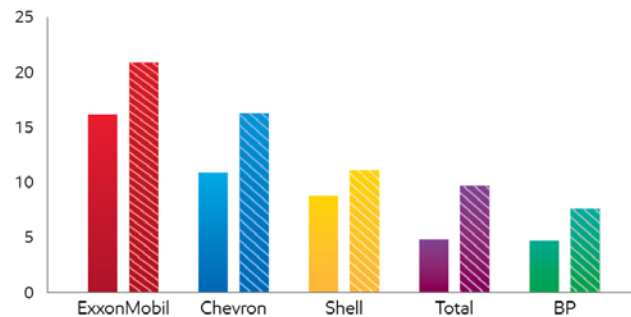
- Best-ever performance in 2014.
- Safety results are a leading indicator of business performance.

2 Return on Average Capital Employed (ROCE)⁽³⁾

Industry Group

■ 2014 ■ 2010–2014 Average

(percent)



ExxonMobil's proven business model delivers industry-leading ROCE.

- Disciplined investments through the business cycle position the Company for long-term performance.
- Strength of integrated portfolio, project management, and technology application.

(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.

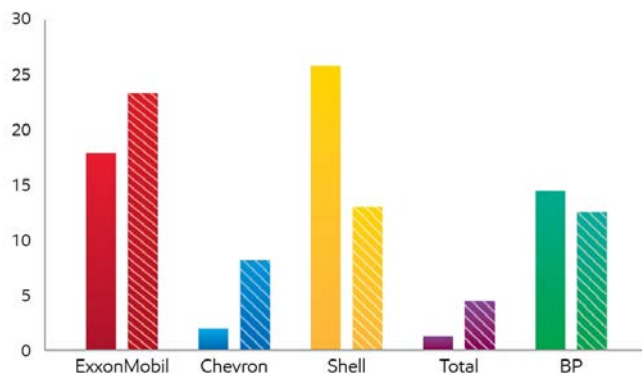
Long-Term Business Performance

3 Free Cash Flow⁽⁴⁾

Industry Group

■ 2014 ■ 2010–2014 Average

(dollars in billions)



ExxonMobil's superior cash flow preserves capacity for investments and shareholder distributions.

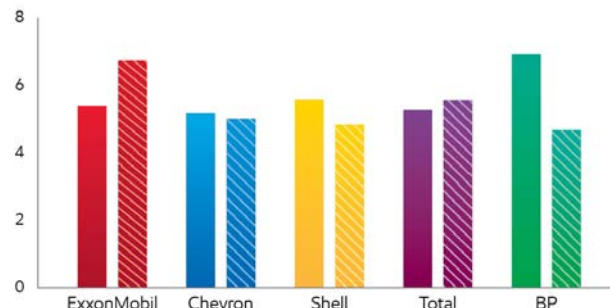
- Generated \$117 billion of free cash flow since beginning of 2010.
- Reflects strong business performance and disciplined capital allocation approach.

4 Total Cash Distribution Yield⁽⁵⁾

Industry Group

■ 2014 ■ 2010–2014 Average

(percent)



ExxonMobil maintains industry-leading shareholder distributions through the business cycle.

- 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.

(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.

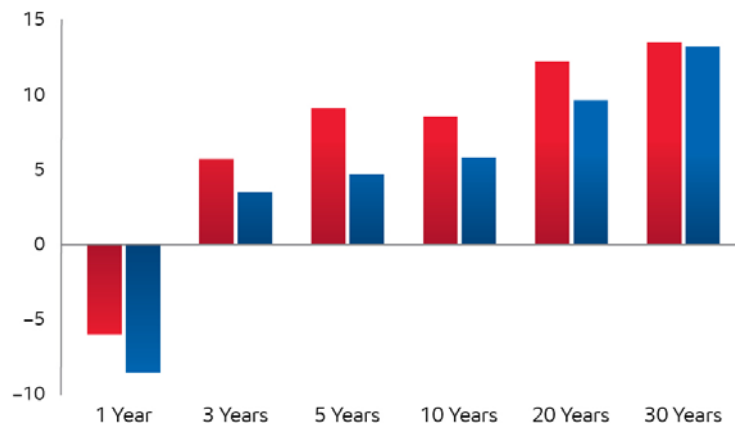
Long-Term Business Performance

5 Total Shareholder Return⁽⁶⁾

Industry Group

■ ExxonMobil ■ Industry Group⁽⁷⁾

(percent)



ExxonMobil leads the industry in total shareholder return (TSR) in all performance periods.

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

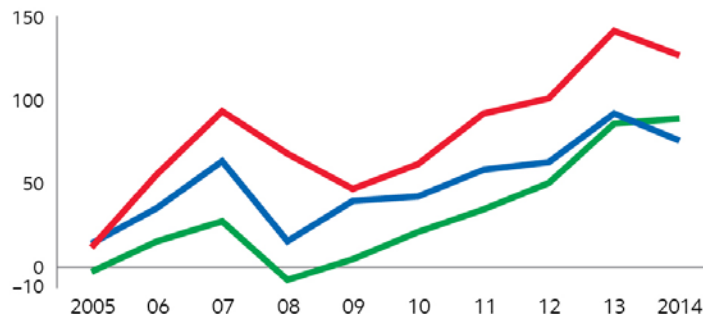
6 10-Year Cumulative Returns⁽⁶⁾

Industry Group and Compensation Benchmark Companies

■ ExxonMobil ■ Industry Group⁽⁷⁾

■ Compensation Benchmark Companies⁽⁸⁾

(percent)



ExxonMobil generated superior returns through a range of economic environments and business cycles.

(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.

CEO Compensation

Reported Pay

7 Pay Granted to CEO – 2012 to 2014

	2012	2013	2014
Salary	\$ 2,567,000	\$ 2,717,000	\$ 2,867,000
Bonus	\$ 4,587,000	\$ 3,670,000	\$ 3,670,000
Stock-Based Award*	\$ 19,627,875	\$ 21,254,625	\$ 21,420,000
All Other Compensation	\$ 447,425	\$ 496,704	\$ 455,420
Pay Granted	\$27,229,300	\$28,138,329	\$28,412,420
Change in Pension Value ⁽¹⁾	\$ 13,037,201	\$ 0 ⁽²⁾	\$ 4,683,892
Total Reported Pay	\$40,266,501	\$28,138,329	\$33,096,312

*No change in number of equity awards granted for all three years.

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.

(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 Compensation Table as zero.

Realized Pay vs. Reported Pay

8 CEO Realized Pay and Reported Pay – 2006 to 2014

Year of Compensation	Realized Pay	Reported Pay	Realized Pay vs. Reported Pay	Realized Pay as a Percentage of Reported Pay
2014	\$18,253,170	\$33,096,312	-\$14,843,142	55%
2013	\$ 15,768,829	\$ 28,138,329	-\$ 12,369,500	56%
2012	\$ 15,561,163	\$ 40,266,501	-\$ 24,705,338	39%
2011	\$ 24,637,196	\$ 34,920,506	-\$ 10,283,310	71%*
2010	\$ 14,229,609	\$ 28,952,558	-\$ 14,722,949	49%
2009	\$ 8,530,165	\$ 27,168,317	-\$ 18,638,152	31%
2008	\$ 10,212,091	\$ 32,211,079	-\$ 21,998,988	32%
2007	\$ 12,884,308	\$ 27,172,280	-\$ 14,287,972	47%
2006	\$ 6,712,435	\$ 22,440,807	-\$ 15,728,372	30%
			Average	46%

*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.

9 CEO Realized Pay vs. Compensation Benchmark Companies – 2014

(dollars in thousands)	Realized Pay	Reported Pay ⁽³⁾	Realized Pay as a Percentage of Reported Pay
Comparator Companies			
Highest	\$ 80,862	\$ 22,042	367%
Median	\$ 20,679	\$ 19,517	106%
Lowest	\$ 7,887	\$ 24,989	32%
ExxonMobil	\$18,253	\$33,096	55%
ExxonMobil – Position	8 of 13	2 of 13	

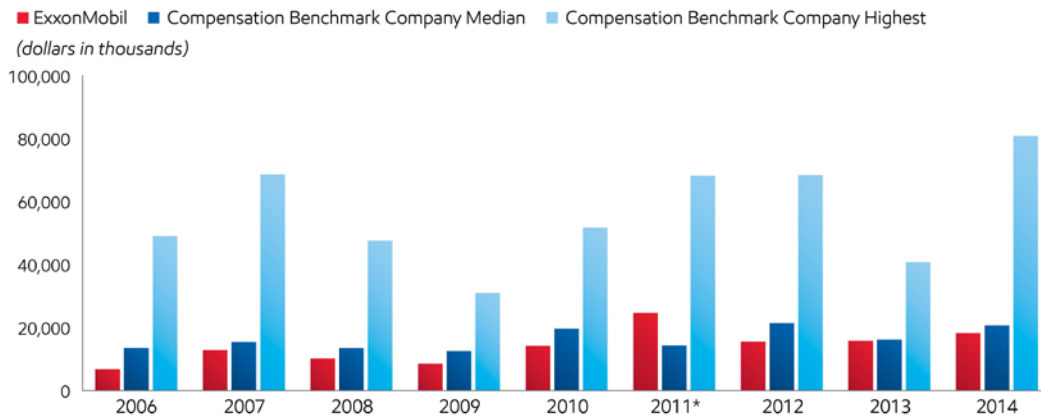
(3) Reported pay values shown correspond to the companies with the highest, median, and lowest realized pay values.

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.

Realized Pay and Unrealized Pay

10 CEO Realized Pay vs. Compensation Benchmark Companies – Annual



* 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.

ExxonMobil CEO's *realized pay* is below the median of the compensation benchmark companies for most of his tenure.

11 CEO Realized and Unrealized Pay vs. Compensation Benchmark Companies – Cumulative

CEO's Tenure 2006 to 2014		ExxonMobil Percentile	Rank Position
Realized Pay		26%	10 of 13
Combined Realized and Unrealized Pay		39%	8 of 13

ExxonMobil CEO's combined *realized and unrealized pay* is at the 39th percentile of the compensation benchmark companies.

- 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.

Nonqualified deferred compensation as reported for some benchmark companies may include executive contributions.

Scale and Scope of ExxonMobil

12 Scale of ExxonMobil vs. Compensation Benchmark Companies⁽⁴⁾

<i>(dollars in billions)</i>	Revenue ⁽⁵⁾	Market Capitalization	Assets ⁽⁶⁾	Net Income ⁽⁷⁾	Capital Expenditures ⁽⁷⁾
Comparator Companies					
Median	\$ 92	\$ 184	\$ 136	\$ 9.3	\$ 3.8
90th Percentile	\$ 147	\$ 253	\$ 266	\$ 16.2	\$ 20.8
ExxonMobil	\$ 365	\$ 388	\$ 349	\$ 32.5	\$ 38.5
ExxonMobil Rank (Percentile)	100	100	100	100	99
ExxonMobil – Multiple of Median	4.0x	2.1x	2.6x	3.5x	10.2x

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

- Size and complexity of ExxonMobil are considered among several factors

(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).

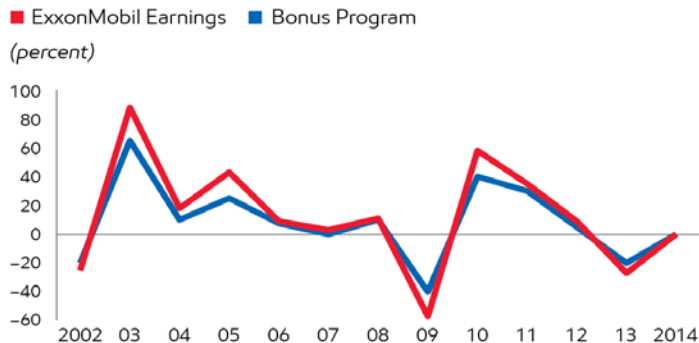
ExxonMobil Incentive Program

Annual Bonus Program

Bonus Program Formula

$$\begin{array}{c} \text{Earnings Change (Annual Percent Change)} \\ \times \\ \text{Two-Thirds*} \\ \hline = \\ \text{Percent Change in Annual Bonus Program} \end{array}$$

13 Percent Change in Earnings vs.
Percent Change in Bonus Program



The bonus program formula has been applied consistently in each of the last 13 years, including years in which earnings declined.

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.

ExxonMobil Equity Program

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.

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.

Determination of Equity Award Levels

14 Long Term Equity Program – Significant Performance Differentiation

Industry-Leading Performance

- Safety and Operations Integrity
- Return on Average Capital Employed (ROCE)
- Strategic Initiatives
- Free Cash Flow
- Shareholder Distributions
- Total Shareholder Return
- Project Execution

Restricted Stock Unit (RSU) Award Matrix

(number of RSUs)

Quintile
Average Difference versus
a Quintile 1 Performer

1	2	3	4	5
1x	0.8x	0.5x	0.3x	0x

← Performance

CEO

Management
Committee

Presidents

Executives

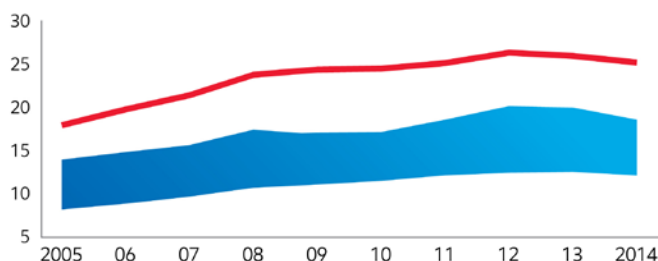
↑ Pay Grade

Award matrix differentiates
by individual performance
category and by pay grade

15 Example of Performance Assessment – 10-Year Average ROCE⁽¹⁾

■ ExxonMobil ■ Spread of Industry Group⁽²⁾

(percent)



(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.

Determination of Equity Award Levels

Highest Performance Standards for 21 Executive Officers, Including the CEO

- 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

Stock Holding Requirement

Vesting Periods that Far Exceed Most Industries

16 CEO Equity Grant Vesting

Industry Group and Compensation Benchmark Companies

ExxonMobil		
Grant Years	Vest Years	Length of Vesting
2002–2007 ⁽¹⁾	2017 (assuming retirement)	10–15 years ⁽²⁾
2008–2014	2018–2024	10 years

Comparator Companies
Length of Vesting
3 years ⁽³⁾

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.

- 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 2003 is 14 years; 2004 is 13 years; 2005 is 12 years; 2006 is 11 years; and 2007 is 10 years.

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

ExxonMobil Equity Program


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

17 Example of Formula-Based Payout Factors

Relative 3-Year TSR Rank	Payout as a Percentage of Target
Rank 1	200%
Rank 2	150%
Rank 3	75%
Rank 4	0%
Rank 5	0%



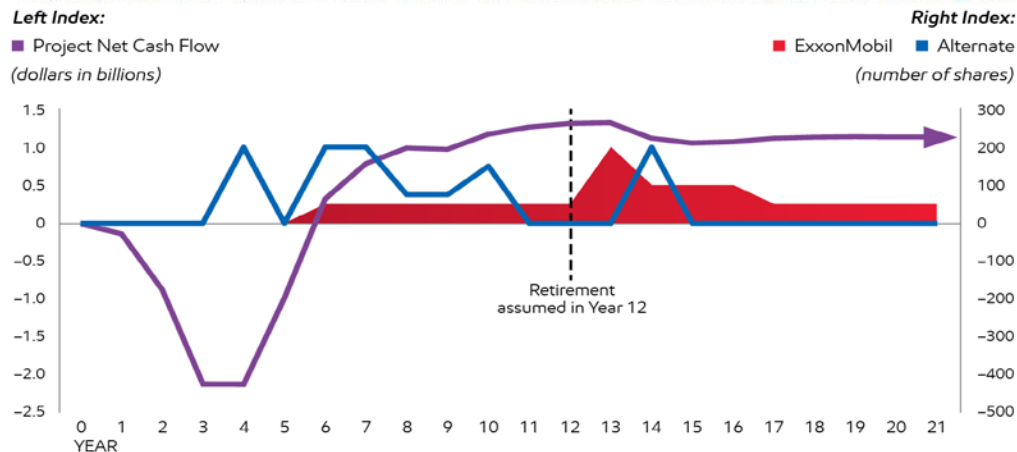
The ExxonMobil method of granting equity or stock-based awards will result in executives seeing a one-for-one change in compensation through stock price that coincides with the experience of the long-term shareholder.

ExxonMobil Equity Program

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

18 Integration of Project Net Cash Flow and Compensation Program Design
Frequency and Pace of Payouts for Annual Grants of 100 Shares (Same Cumulative Payouts Under Both Programs Shown)



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

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.

Vote 'FOR' Item 3: 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.

**YOUR VOTE IS IMPORTANT: PLEASE VOTE 'FOR' ITEM 3
ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION**

Shareholder Proposals

The Board recommends you vote AGAINST the following proposals:

- 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

Questions?

ExxonMobil