

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

Filed by the Registrant

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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
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

Exxon Mobil Corporation

(Name of Registrant as Specified in Its Charter)

Engine No. 1 LLC
Engine No. 1 LP
Engine No. 1 NY LLC
Christopher James
Charles Penner
Gregory J. Goff
Kaisa Hietala
Alexander Karsner
Anders Runevad

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

Payment of Filing Fee (check the appropriate box):

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- Fee computed on table below per Exchange Act Rule 14a-6(i)(4) and 0-11.
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 - 2) Form, Schedule or Registration Statement No.:
 - 3) Filing Party:
 - 4) Date Filed:

On February 2, 2021, Engine No. 1 LLC issued the press release reproduced in Exhibit 1. Attached as Exhibit 2 are posts that, from time to time, Engine No. 1 LLC may make to its social media channels on Twitter and LinkedIn.

Exhibit 1

ENGINE NO. 1 RESPONDS TO EXXONMOBIL'S BOARD ANNOUNCEMENT AND FINANCIAL RESULTS

Engine No. 1 Believes ExxonMobil's Actions Further Confirm the Need for Meaningful Board Change; Objects to Underperforming Board's Plan to Pick Its Own New Members

SAN FRANCISCO – February 2, 2021 – Engine No. 1, a new investment firm that seeks to enhance long-term value through active ownership and which has nominated four highly qualified, independent director candidates to the Exxon Mobil Corporation (NYSE: XOM) (“ExxonMobil” or the “Company”) Board of Directors (the “Board”) in connection with the 2021 Annual Meeting of Shareholders, issued the following statement regarding ExxonMobil’s announcements today.

“A Board that has underperformed this dramatically and defied shareholder sentiment for this long has not earned the right to choose its own new members or pack itself in the face of calls for change. ExxonMobil shareholders deserve a Board that works proactively to create long-term value, not defensively in the face of deteriorating returns and the threat of losing their seats.

“Further, today’s patchwork of announcements do not materially alter ExxonMobil’s long-term trajectory nor do they position it to succeed in a changing world. For years ExxonMobil has pursued spending and strategic plans that position it to succeed only in the absence of a material long-term energy demand shift, and it remains positioned for continued value destruction for decades to come under alternate scenarios. It is equally poor long-term planning to rely almost exclusively on the idea that carbon capture will become scalable and affordable soon enough to allow for continued oil and gas production growth for decades to come under a Paris-compliant trajectory.

“We have nominated four independent individuals who each bring a strong track record of transformative success in energy as well as their own unique set of skills and experiences that are directly relevant to the present and future of ExxonMobil. We believe these nominees can bring real change – versus the appearance of change – and position ExxonMobil to successfully evolve along with the rapidly-changing energy industry. We look forward to continuing to make the case for reenergizing ExxonMobil.”

Additional information regarding Engine No. 1’s campaign to Reenergize Exxon may be found at www.ReenergizeXOM.com.

About Engine No. 1

Engine No. 1 is an investment firm purpose-built to create long-term value by driving positive impact through active ownership. The firm also will invest in public and private companies through multiple strategies. For more information, please visit: www.Engine1.com.

Important Information

Engine No. 1 LLC, Engine No. 1 LP, Engine No. 1 NY LLC, Christopher James, Charles Penner (collectively, “Engine No. 1”), Gregory J. Goff, Kaisa Hietala, Alexander Karsner, and Anders Runevad (collectively and together with Engine No. 1, the “Participants”) intend to file with the Securities and Exchange Commission (the “SEC”) a definitive proxy statement and accompanying form of WHITE proxy to be used in connection with the solicitation of proxies from the shareholders of Exxon Mobil Corporation (the “Company”). All shareholders of the Company are advised to read the definitive proxy statement and other documents related to the solicitation of proxies by the Participants when they become available, as they will contain important information, including additional information related to the Participants. The definitive proxy statement and an accompanying WHITE proxy card will be furnished to some or all of the Company’s shareholders and will be, along with other relevant documents, available at no charge on the SEC website at <http://www.sec.gov/>.

Information about the Participants and a description of their direct or indirect interests by security holdings is contained in a Schedule 14A filed by the Participants with the SEC on December 11, 2020. This document is available free of charge from the source indicated above.

Disclaimer

This material does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in any state to any person. In addition, the discussions and opinions in this press release and the material contained herein are for general information only, and are not intended to provide investment advice. All statements contained in this press release that are not clearly historical in nature or that necessarily depend on future events are “forward-looking statements,” which are not guarantees of future performance or results, and the words “anticipate,” “believe,” “expect,” “potential,” “could,” “opportunity,” “estimate,” and similar expressions are generally intended to identify forward-looking statements. The projected results and statements contained in this press release and the material contained herein that are not historical facts are based on current expectations, speak only as of the date of this press release and involve risks that may cause the actual results to be materially different. Certain information included in this material is based on data obtained from sources considered to be reliable. No representation is made with respect to the accuracy or completeness of such data, and any analyses provided to assist the recipient of this material in evaluating the matters described herein may be based on subjective assessments and assumptions and may use one among alternative methodologies that produce different results. Accordingly, any analyses should also not be viewed as factual and also should not be relied upon as an accurate prediction of future results. All figures are unaudited estimates and subject to revision without notice. Engine No. 1 disclaims any obligation to update the information herein and reserves the right to change any of its opinions expressed herein at any time as it deems appropriate. Past performance is not indicative of future results. Engine No. 1 has neither sought nor obtained the consent from any third party to use any statements or information contained herein that have been obtained or derived from statements made or published by such third parties. Except as otherwise expressly stated herein, any such statements or information should not be viewed as indicating the support of such third parties for the views expressed herein.


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Exhibit 2

 Reenergize XOM

Engine No. 1 believes **#ExxonMobil's** (NYSE: XOM) actions further confirm the need for meaningful Board change; objects to underperforming Board's plan to pick Its own new members 🙅
<https://bit.ly/2YE0kcs> **#ReenergizeExxon**



Our Response to ExxonMobil's Board Announcement & Financial Results

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ReenergizeXOM @ReenergizeXOM · 16s
.@EngineNo_1 believes **#ExxonMobil's** (NYSE: XOM) actions further confirm the need for meaningful Board change; objects to underperforming Board's plan to pick Its own new members
🙅 reenergizexom.com/materials/engi... \$XOM
#ReenergizeExxon

A video player interface. At the top is the video thumbnail with the text "Our Response to ExxonMobil's Board Announcement & Financial Results". Below the thumbnail is a video player control bar showing the "REENERGIZE EXXON" logo, a play button, and a progress indicator "0:01 / 0:05". Below the player is the video title "Our Response to ExxonMobil's Board Announcement & Financial Results" and a link to "reenergizexom.com".

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