

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT.

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

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

Definitive Additional Materials

Soliciting Material Pursuant to 'SS'240.14a-11(c) or 'SS'240.14a-12

EXXON CORPORATION

.....
(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1)
and 0-11.

(1) Title of each class of securities to which transaction
applies:

.....

(2) Aggregate number of securities to which transaction
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(3) Per unit price or other underlying value of transaction
computed pursuant to Exchange Act Rule 0-11 (set forth the amount
on which the filing fee is calculated and state how it was
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Check box if any part of the fee is offset as provided by
Exchange Act Rule 0-11(a)(2) and identify the filing for
which the offsetting fee was paid previously. Identify the
previous filing by registration statement number, or the
Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

.....

(2) Form, Schedule or Registration Statement No.:

.....

(3) Filing Party:

.....

(4) Date Filed:

.....

Notice of Annual Meeting
April 29, 1998
and Proxy Statement

[TIGER GRAPHIC]

[LOGO] CORPORATION
5959 Las Colinas Boulevard
Irving, TX 75039-2298

Dear Shareholder:

We invite you to attend our annual meeting of shareholders on April 29, 1998, in Dallas, Texas. At the meeting, you will hear a report on our operations and have a chance to meet your directors and executives.

This booklet includes the formal notice of the meeting and the proxy statement. The proxy statement tells you more about the agenda and procedures for the meeting. It also describes how the Board operates and gives personal information about our director candidates.

Our proxy statement has a new look this year. We hope you find it easy to read and understand.

Even if you only own a few shares, we want your shares to be represented at the meeting. I urge you to complete, sign, date, and return your proxy card promptly in the enclosed envelope.

To attend the meeting in person, please follow the instructions on page 1. If you are not able to attend, look for a report on the meeting in the June issue of Exxon Perspectives.

Sincerely yours,

/s/ Lee R. Raymond
Lee R. Raymond
Chairman of the Board

March 18, 1998

[LOGO]

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS OF EXXON CORPORATION

Time:
10:00 a.m., Central Time

Date:
April 29, 1998

Place:
Morton H. Meyerson Symphony Center
2301 Flora Street
Dallas, Texas

Purpose:
Elect directors
Ratify appointment of independent accountants
Vote on two shareholder proposals
Conduct other business if properly raised

Only shareholders of record on March 2, 1998 may vote at the meeting.

Your vote is important. Please complete, sign, date, and return your proxy card promptly in the enclosed envelope.

/s/ T.P. Townsend

T.P. Townsend
Secretary

March 18, 1998

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Proxy Statement 1998 Exxon Corporation

GENERAL INFORMATION

Who may vote

Shareholders of Exxon, as recorded in our stock register on March 2, 1998, may vote at the meeting.

How to vote

You may vote in person at the meeting or by proxy. We recommend you vote by proxy even if you plan to attend the meeting. You can always change your vote at the meeting.

How proxies work

Exxon's Board of Directors is asking for your proxy. Giving us your proxy means you authorize us to vote your shares at the meeting in the manner you direct. You may vote for all, some, or none of our director candidates. You may also vote for or against the other proposals or abstain from voting.

If you sign and return the enclosed proxy card but do not specify how to vote, we will vote your shares in favor of our director candidates; in favor of the management proposal; and against the shareholder proposals.

You may receive more than one proxy or voting card depending on how you hold your shares. Shares registered in your name and shares held in your Shareholder Investment Program (SIP) account are covered by one card. Exxon employees

receive a separate card for any shares they hold in the company's Thrift Plan. And if you hold shares through someone else, such as a stockbroker, you may get material from them asking how you want to vote.

Revoking a proxy

You may revoke your proxy before it is voted by submitting a new proxy with a later date; by voting in person at the meeting; or by notifying Exxon's Secretary in writing at the address under "Questions?" on page 23.

Confidential voting

Independent inspectors count the votes. Your individual vote is kept confidential from us unless special circumstances exist. For example, a copy of your proxy card will be sent to us if you write comments on the card.

Quorum

In order to carry on the business of the meeting, we must have a quorum. This means at least a majority of the outstanding shares eligible to vote must be represented at the meeting, either by proxy or in person. Shares owned by Exxon are not voted and do not count for this purpose.

Votes needed

The director candidates receiving the most votes will be elected to fill the seats on the Board. Approval of the other proposals requires the favorable vote of a majority of the votes cast. Only votes for or against a proposal count. Abstentions and broker non-votes count for quorum purposes but not for voting purposes. Broker non-votes occur when a broker returns a proxy but does not have authority to vote on a particular proposal.

Attending in person

Only shareholders, their proxy holders, and Exxon's guests may attend the meeting.

For registered shareholders, an admission ticket is enclosed with your proxy card. Please bring the admission ticket with you to the meeting.

If you hold your shares through someone else, such as a stockbroker, send proof of your ownership to the Secretary at the address under "Questions?" on page 23, and we will send you an admission ticket. Or, you may bring proof of ownership with you to the meeting. Acceptable proof could include an account statement showing that you owned Exxon shares on March 2.

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ELECTION OF DIRECTORS (Item 1 on the proxy card)

The Board has nominated the director candidates named below.

The Board of Directors oversees the management of the company on your behalf. The Board reviews Exxon's long-term strategic plans and exercises direct decision-making authority in key areas, such as declaring dividends. Just as important, the Board chooses the CEO, sets the scope of his authority to manage the company's business day to day, and evaluates his performance. The Board also reviews development and succession plans for Exxon's top executives.

Most Exxon directors -- including nine of our thirteen nominees -- are not Exxon employees. Only nonemployee directors serve on Exxon's Audit, Board Compensation, and Board Affairs committees.

All Exxon directors are elected for one-year terms. Nonemployee directors may not stand for election after age 70. Employee directors usually leave the Board when they retire from Exxon.

Personal information on each of our nominees is given below. All our nominees currently serve as Exxon directors except for Mr. Shipley. Each current director was elected by shareholders at the last annual meeting except for Dr. King and Mr. Dahan. Dr. King was elected by the Board in June 1997, and Mr. Dahan was elected by the Board in January 1998.

The Board met 10 times last year. On average, Exxon's directors attended 96% of

Board and committee meetings.

If a director nominee becomes unavailable before the election, your proxy card authorizes us to vote for a replacement nominee if the Board names one.

The Board recommends you vote FOR each of the following candidates:

Michael J. Boskin T. M. Friedman Professor of Economics, and Senior
[PHOTO] Fellow, Hoover Institution, Stanford University.
Age 52 Holds bachelor's, master's, and Ph.D. degrees in
Director since 1996 economics. Joined Stanford University in 1970.
 Adjunct Scholar, American Enterprise Institute;
 Research Associate, National Bureau of Economic
 Research. Director, AirTouch Communications, Inc.;
 First Health Group Corporation; Oracle
 Corporation. Chairman, Congressional Advisory
 Commission on the Consumer Price Index; Council of
 Economic Advisors, 1989-93. Member, Advisory
 Committee of the Joint Committee on Taxation of
 the U.S. Congress; Panel of Advisors to the
 Congressional Budget Office; Economic Advisory
 Council to the Governor of California; Los Angeles
 Times Board of Advisors. Dr. Boskin is the
 recipient of numerous professional awards.

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D. Wayne Calloway Retired Chairman of the Board and Chief Executive
[PHOTO] Officer, PepsiCo, Inc. Holds bachelor of business
Age 62 administration degree. Joined PepsiCo, Inc.
Director since 1988 (beverages, snack foods, and restaurants) in 1967.
 Held a variety of management positions, including
 President, Chief Operating Officer, Chairman of
 the Board and Chief Executive Officer, Frito-Lay,
 Inc. Elected Chairman of the Board and Chief
 Executive Officer of PepsiCo, Inc. in 1986.
 Retired in 1996. Director, Citicorp; General
 Electric Company; PepsiCo, Inc. Member, The
 Business Council. Chairman, Board of Trustees,
 Wake Forest University.

Rene Dahan Senior Vice President. Holds a degree in nautical
[PHOTO] science. Principal responsibilities include
Age 56 Exxon's worldwide refining, marketing, and
Director since 1998 transportation activities; middle east operations;
 Exxon Chemical Company; Exxon Research and
 Engineering Company; environment and safety;
 medicine and occupational health. Since joining
 the Exxon organization in 1963, Mr. Dahan has held
 a variety of management positions in domestic and
 foreign operations, including President and Chief
 Executive Officer of our Benelux affiliate;
 President, Exxon Company, International. Elected
 Senior Vice President of Exxon in 1995 and
 Director in 1998. Member, International Advisory
 Board of Instituto de Empresa; Board of Directors,
 Junior Achievement International.

Jess Hay Chairman, Texas Foundation for Higher Education;
[PHOTO] HCB Enterprises Inc (private investment firm).
Age 67 Holds bachelor of business administration and law
Director since 1981 degrees. Prior to his retirement in December 1994,
 Mr. Hay served for 29 years as Chief Executive
 Officer of The Lomas Financial Group, a
 diversified financial services group of companies
 engaged principally in mortgage banking and real
 estate lending. Practiced law in Dallas, Texas
 prior to joining Lomas in 1965. Director, The Viad
 Corporation; SBC Communications Inc.; Trinity
 Industries, Inc. Member of the Board, Greater
 Dallas Planning Council; Southwestern Medical
 Foundation; Texas Research League; Zale-Lipshy
 Hospital of Dallas; World War II Memorial Advisory

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James R. Houghton
[PHOTO]
Age 62
Director since 1994

Retired Chairman of the Board and Chief Executive Officer, Corning Incorporated. Holds bachelor of arts and master of business administration degrees. Joined Corning Incorporated (specialty glass and ceramic materials, communications, and consumer products) in 1962. Held a variety of management positions, including Vice President and European Area Manager, Corning Glass International, S.A. Elected Chairman of the Board and Chief Executive Officer of Corning Incorporated in 1983. Retired in 1996. Director, Corning Incorporated; J.P. Morgan & Co. Incorporated; Metropolitan Life Insurance Company. Trustee, Corning Museum of Glass; The Metropolitan Museum of Art; The Pierpont Morgan Library. Member, The Business Council; Council on Foreign Relations; Harvard Corporation.

William R. Howell
[PHOTO]
Age 62
Director since 1982

Chairman Emeritus, J.C. Penney Company, Inc. Holds bachelor of business administration degree. Joined J.C. Penney Company, Inc. (department stores and catalog chain) in 1958. Held a variety of management positions. Elected Chairman of the Board and Chief Executive Officer in 1983. Relinquished Chief Executive Officer position in 1995 and retired as Chairman of the Board in 1997. Director, Bankers Trust New York Corporation and Bankers Trust Company; Central and South West Corporation; Halliburton Co.; Warner-Lambert Company; The Williams Companies; Dallas Citizens Council; National Organization on Disability; National Retail Federation. Chairman, Board of Trustees, Southern Methodist University.

Reatha Clark King
[PHOTO]
Age 60
Director since 1997

President and Executive Director, General Mills Foundation; Vice President, General Mills, Inc. (manufacture and marketing of consumer food products). Holds bachelor of science degree in chemistry and mathematics, master of science degree in chemistry, master of business administration degree in finance and management, and Ph.D. degree in thermochemistry. Prior to joining the General Mills Foundation in 1988, Dr. King held a variety of scientific and educational positions, including Research Chemist, National Bureau of Standards; Chemistry Professor, Associate Dean for Division of Natural Science & Mathematics, and Associate Dean for Academic Affairs, York College, City University of New York; President, Metropolitan State University. Director, H.B. Fuller Company; Norwest Corporation. Trustee, H.B. Fuller Foundation; Minnesota Mutual Life Insurance Company; University of Chicago. Dr. King is the recipient of numerous awards, including 12 honorary doctorate degrees.

Philip E. Lippincott
[PHOTO]
Age 62
Director since 1986

Retired Chairman and Chief Executive Officer, Scott Paper Company. Holds bachelor of arts degree and master of business administration degree in food distribution. Joined Scott Paper Company (sanitary paper, printing and publishing papers, and forestry operations) in 1959. Held a variety of management positions. Elected Chief Executive Officer in 1982 and Chairman in 1983. Retired in 1994. Director, Campbell Soup Company. Chairman of the Board and Director, Fox Chase Cancer Center. Trustee, The Penn Mutual Life Insurance Company. Board of Overseers, The Huntsman Center for Competition and Innovation, The Wharton School, University of Pennsylvania. Member, The Business Council.

Harry J. Longwell
[PHOTO]
Age 56
Director since 1995

Senior Vice President. Holds bachelor's degree in petroleum engineering. Principal responsibilities include Exxon's oil, gas, coal and minerals exploration and production activities; venture operations in the Commonwealth of Independent States and China; Exxon Coal and Minerals Company; Exxon Exploration Company; Exxon Production Research Company; human resources. Since joining the Exxon organization in 1963, Mr. Longwell has held a variety of management positions in domestic and foreign operations, including Vice President-Production and President, Exxon Company, U.S.A.; Vice President, Esso Europe Inc.; Vice President-Exploration and Production, Senior Vice President-Exploration, Production, and Gas, and Executive Vice President, Exxon Company, International. Elected Senior Vice President and Director of Exxon in 1995. Director, U.S.-China Business Council; Louisiana State University Foundation; United Way of Dallas. Member, Advisory Board, Dallas Habitat for Humanity; Board of Visitors, University of Texas, M.D. Anderson Cancer Center; American Petroleum Institute; Society of Petroleum Engineers.

Marilyn Carlson Nelson
[PHOTO]
Age 58
Director since 1991

Vice Chair and Chief Operating Officer, Carlson Companies, Inc.; Co-Chair, Carlson Wagonlit Travel. Holds bachelor's degree in international economics. Since joining Carlson Companies, Inc. (travel, hotels, restaurants, and marketing services) in 1989, Mrs. Nelson has held a number of management positions, including Director, Senior Vice President, and Vice Chair, Carlson Holdings, Inc. Director, Carlson Companies, Inc.; U.S. West Inc. Member, Center for International Leadership; Committee of 200; International Advisory Council; United States National Tourism Organization; World Travel and Tourism Council. Mrs. Nelson is the recipient of numerous awards, including two honorary doctorate degrees.

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Lee R. Raymond
[PHOTO]
Age 59
Director since 1984

Chairman of the Board and Chief Executive Officer. Holds bachelor's and Ph.D. degrees in chemical engineering. Since joining the Exxon organization in 1963, Mr. Raymond held a variety of management positions in domestic and foreign operations, including Exxon Company, U.S.A.; Creole Petroleum Corporation; Exxon International Company; Exxon Enterprises; Esso Inter-America Inc. Elected Senior Vice President and Director of Exxon in 1984, President in 1987, Chairman and Chief Executive Officer in 1993, and added title of President in 1996. Director, J.P. Morgan & Co. Incorporated; Morgan Guaranty Trust Company of New York; American Petroleum Institute; United Negro College Fund. Trustee, Southern Methodist University; Wisconsin Alumni Research Foundation.

Member, The Business Council; The Business Roundtable; Council on Foreign Relations; Emergency Committee for American Trade; National Petroleum Council; Singapore-U.S. Business Council; Trilateral Commission; University of Wisconsin Foundation.

Walter V. Shipley
[PHOTO]
Age 62

Chairman of the Board and Chief Executive Officer, The Chase Manhattan Corporation and The Chase Manhattan Bank (banking and finance). Holds bachelor of science degree. Joined Chemical Bank in 1956. Held a variety of management positions, including Chairman of the Board and Chief Executive Officer. [In 1996, Chemical Banking Corporation and The Chase Manhattan Corporation merged.] Director, Bell Atlantic Corporation; Champion International Corporation; Federal Reserve Bank of New York; Lincoln Center for the Performing Arts, Inc.; New York City Partnership and Chamber of Commerce; United Way of Tri-State; United Cerebral Palsy Research and Educational Foundation, Inc. President and Director, Goodwill Industries of Greater New York, Inc. Member, The Bankers Roundtable; The Business Council; The Business Roundtable; U.S.-Japan Business Council, Inc. Board of Trustees, American Museum of Natural History.

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Robert E. Wilhelm
[PHOTO]
Age 57
Director since 1992

Senior Vice President. Holds bachelor of science and master of business administration degrees. Principal responsibilities include Exxon Company, U.S.A.; Imperial Oil Limited; accounting and financial control; corporate planning; public affairs; treasurer's. Since joining the Exxon organization in 1963, Mr. Wilhelm has held a variety of management positions in domestic and foreign operations, including Vice President-Petroleum Products, Esso Europe Inc.; President, Esso Inter-America Inc.; Executive Vice President, Exxon Company, International. Elected Senior Vice President of Exxon in 1990 and Director in 1992. Vice Chairman, Council of the Americas. Board of Governors, Foreign Policy Association. Member, Coal Industry Advisory Board of the International Energy Agency; Council on Foreign Relations; Massachusetts Institute of Technology Corporation. Vice President, Circle 10 Council, Boy Scouts of America. Trustee, Greenhill School, Dallas, Texas.

DIRECTOR COMPENSATION

Exxon employees receive no extra pay for serving as directors. Nonemployee directors receive a base fee of \$40,000 a year; \$1,500 per Board and committee meeting attended; and reimbursement of meeting expenses. Except for the Executive Committee, nonemployee directors also receive \$3,000 per committee membership and \$5,000 per committee chairmanship.

We also pay a portion of director compensation in stock. Each nonemployee director receives 4,000 shares of restricted stock when first elected to the Board and, if the director remains in office, an additional 600 restricted shares each following year. While on the Board, the nonemployee director receives the same cash dividends on restricted shares as a holder of regular common stock, but the director is not allowed to sell the shares.

BOARD COMMITTEES

The Board appoints committees to help carry out its duties. In particular, Board committees work on key issues in greater detail than would be possible at full Board meetings. Each committee reviews the results of its meetings with the full Board.

The Audit Committee is responsible for accounting and internal control matters. Subject to shareholder approval, the committee chooses the independent public accountants to audit Exxon's financial statements. The committee consults with the independent accountants and reviews their audit and other work. The committee also consults with Exxon's Controller and General Auditor and reviews Exxon's internal controls and compliance with policies. In addition to its regular activities, the committee is available to meet on call of the independent accountants, Controller, or General Auditor whenever a special situation arises.

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Committee members: Dr. King; Mrs. Nelson; Messrs. Calloway (Chairman), Houghton, and Howell.

Meetings last year: three

The Board Advisory Committee on Contributions reviews the level of Exxon's support for education and other public service programs, including the company's contributions to the Exxon Education Foundation. The Foundation works to improve the quality of education in America at all levels, with special emphasis on math and science.

Committee members: Mrs. Nelson; Messrs. Hay (Chairman), Lippincott, Longwell, and Wilhelm.

Meetings last year: two

The Board Affairs Committee recommends director candidates; reviews nonemployee director compensation; and reviews other corporate governance practices. The committee will consider your suggestions for possible director candidates if you submit the name and biographical information in writing to Exxon's Secretary at the address under "Questions?" on page 23. On request, the Secretary will also provide a description of the qualifications we look for in director candidates.

Committee members: Mrs. Nelson (Chairman); Messrs. Hay and Howell.

Meetings last year: four

The Board Compensation Committee or BCC oversees compensation for Exxon's senior executives, including salary, bonus, and incentive awards. The committee also reviews succession plans for key executive positions. The committee's report on executive compensation starts on page 10.

Committee members: Dr. Boskin; Messrs. Howell (Chairman), Lippincott (Vice Chairman), Calloway, and Hay.

Meetings last year: eight

The Finance Committee reviews Exxon's financial policies and strategies, including our capital structure, and authorizes corporate debt within limits set by the Board.

Committee members: Dr. Boskin; Messrs. Raymond (Chairman), Calloway, and Houghton.

Meetings last year: four

The Public Issues Committee reviews Exxon's policies and practices on relevant public issues, including their effects on the environment, safety, and health. The committee hears reports from operating units on environmental and safety activities. The committee also visits operating sites to observe and comment on current practices, including spill and hazard prevention.

Committee members: Dr. Boskin; Dr. King; Messrs. Lippincott (Chairman), Houghton, Longwell, and Wilhelm.

Meetings last year: three

The Executive Committee has broad power to act on behalf of the Board. In practice, the committee only meets when it is impractical to call a meeting of the full Board.

Regular committee members: Messrs. Raymond (Chairman), Calloway, Hay, Howell, and Lippincott. Other directors serve as alternate members on a rotational basis.

Meetings last year: none

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DIRECTOR AND OFFICER STOCK OWNERSHIP

These tables show how much Exxon common stock each executive named in the Summary Compensation Table on page 14 and each nonemployee director and nominee owned on February 12, 1998. None of these individuals owns more than 0.13 percent of the outstanding shares.

| Named Executive Officer | Shares Owned | Shares Covered by Exercisable Options |
|-------------------------|--------------|--|
| Lee R. Raymond | 348,705(1) | 2,628,212 |
| Rene Dahan | 74,805(2) | 653,550 |
| Harry J. Longwell | 148,933(3) | 924,232 |
| Robert E. Wilhelm | 182,424(4) | 1,036,658 |
| Ray B. Nesbitt | 102,275 | 480,000 |

- (1) Includes 1,200 shares covered by power of attorney for parent
- (2) Includes 37,032 shares owned jointly with spouse
- (3) Includes 46 shares owned by spouse
- (4) Includes 3,070 shares owned jointly with spouse and 8,362 shares in trust for children

| Nonemployee Director/Nominee | Shares Owned |
|------------------------------|--------------|
| Michael J. Boskin | 5,200 |
| D. Wayne Calloway | 10,000 |
| Jess Hay | 21,000(1) |
| James R. Houghton | 8,200(2) |
| William R. Howell | 8,400(3) |
| Reatha Clark King | 4,750 |
| Philip E. Lippincott | 10,000 |
| Marilyn Carlson Nelson | 16,200(4) |
| Walter V. Shipley | 1,000 |

The nonemployee directors are not granted Exxon stock options.

- (1) Includes 12,400 shares in a defined benefit plan
- (2) Includes 1,200 shares owned by spouse
- (3) Includes 2,700 shares held as constructive trustee for former spouse
- (4) Includes 9,000 shares in trust

On February 12, 1998, Exxon's directors and executive officers (22 people) together owned 1,644,501 shares of Exxon stock and 8,797,606 shares covered by exercisable options, representing about 0.43 percent of the outstanding shares.

The trustee of Exxon's Thrift Plan holds and votes all the outstanding shares of Exxon's Class A Preferred Stock. See page 23 for more details. The trustee is a committee of five Exxon executives, none of whom is a director or nominee.

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BCC REPORT ON EXECUTIVE COMPENSATION

Overview

Exxon's executive compensation program is designed to motivate, reward, and retain the management talent our company needs to achieve its business goals and maintain its leadership in the petroleum industry. Our program makes a significant portion of senior executives' potential compensation dependent upon increased shareholder value.

Exxon's success depends on retaining and motivating executives who have developed the skills and expertise required to lead a global organization. We do this with:

- Competitive base salaries in keeping with a philosophy of career continuity
- Rewards for exceptional performance and accomplishments
- Incentives to meet short-term and long-term objectives

The nature of the petroleum business requires long-term and capital-intensive investments. These investments often take years to generate a return to shareholders. Accordingly, we grant incentive awards with a view toward long-term corporate performance. These awards may not fluctuate as much as year-to-year financial results.

Exxon pays for performance based on an individual's level of responsibility. For this purpose, performance means both individual and corporate performance. We motivate performance by recognizing the past year's results and by providing incentives for further improvement in the future.

Individual performance includes the ability to put Exxon's business plans into effect and to react to unanticipated events. We base compensation decisions for all executives, including the Chief Executive Officer (CEO) and the other executives named in the Summary Compensation Table on page 14, on these criteria.

The three major components of Exxon's compensation program are base salary, short term incentive awards, and long term incentive awards.

Base Salary

In keeping with the long-term and highly technical nature of Exxon's business, we take a long-term approach to management development. This career-oriented philosophy requires a competitive base salary.

Each year, we adjust Exxon's salary structure based on competitive positioning (comparing Exxon's salary structure with salaries paid by other companies); Exxon's own business performance; and general economic factors. Specific weights are not given to these factors, but competitive positioning is the most important factor. Business and other economic factors, such as net income and estimates of inflation, are secondary considerations.

We use a number of surveys to determine Exxon's competitive salary position. Primarily, we compare our salary structure with the U.S.-based oil companies in the industry group used for comparing stock performance on page 17. We do not consider salary data from the foreign-based oil companies in that group. Their executive compensation structures are not considered comparable.

Exxon's business, and the competition for executives, extend beyond the oil industry. Therefore, we also compare salary structure with other major U.S.-based corporations.

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Exxon is larger and more diverse than the other surveyed companies. Therefore, Exxon targets its salary ranges between the median and high end of the survey data. Within these ranges, we determine individual executive salaries based on individual performance, level of responsibility, and experience. The BCC recommends the CEO's salary to the Board of Directors, sets the salaries for Exxon's other elected officers, and reviews the salaries of other senior executives.

Within the competitive salary framework described above, the BCC determines the CEO's salary by judging the CEO's individual contributions to Exxon's business, level of responsibility, and career experience. The Committee does not use particular formulas or measures, but recognizes Exxon's size and complexity. The BCC does not give specific weights to the factors considered, but the primary factor is the CEO's individual contributions to the business. Mr. Raymond's salary reflects his strong leadership and significant individual contributions to Exxon's business.

Short Term Incentive Awards

Short term incentive awards consist of cash bonuses and Earnings Bonus Units (EBUs). See page 16 for a description of the terms of EBUs. We grant short term awards to executives to reward their contributions to the business during the past year. We also grant EBUs as incentives for strong, mid-term corporate

performance. EBUs help stress that decisions and contributions in any one year affect future years. In 1997, approximately one half of executive bonuses was in the form of EBUs. The cumulative earnings required for maximum payout of each EBU granted this year was increased from last year.

Each year, the BCC establishes a ceiling for cash bonuses and EBUs. The ceiling for 1997 was \$66 million. Almost all of that amount was granted in awards to approximately 1,000 employees. The ceiling is based on Exxon's business performance, progress toward long-term goals, and competitive position. No particular formula is used. Some of the measures of performance considered by the BCC include net income, earnings per share, return on capital employed, return on equity, and dividends. The BCC does not give specific weights to these measures. The 1997 ceiling was higher than the 1996 ceiling based on several factors: Exxon's third consecutive year of record earnings and overall business performance; continued strengthening of its worldwide competitive position; and progress toward long-range strategic goals.

The bonus an executive receives depends on the executive's individual performance and level of responsibility. Each year, we assess relative performance based on factors including initiative, business judgment, technical expertise, and management skills.

Mr. Raymond's 1997 award reflects his level of responsibility, his leadership, and his experience which significantly contributed to Exxon's third consecutive year of record earnings and the continued strengthening of its worldwide competitive position. This determination was based on the BCC's judgment regarding Mr. Raymond's overall contribution as CEO. The BCC does not think narrow quantitative measures or formulas are sufficient for this purpose. The Committee believes the combination of Mr. Raymond's base salary and short term awards is appropriate compared to CEOs of Exxon's competitors, taking into account the size, complexity, and business results of those companies compared to Exxon.

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Long Term Incentive Awards

Long term incentive awards are intended to develop and retain strong management through share ownership and incentive awards that recognize future performance. Stock options were the primary long term incentive granted to executive officers and over 3,200 other key employees in 1997. The BCC believes that a significant portion of senior executives' compensation should depend on value created for the shareholders. Options are an excellent way to accomplish this because they tie the executives' interests directly to the shareholders' interests. See page 15 for a description of the terms of options.

The number of options granted to executive officers is based on individual performance and level of responsibility. For this purpose, the Committee measures performance in the same way as described above for short term awards. Option grants must be sufficient in size to provide a strong incentive for executives to work for long-term business interests and become significant owners of the business. The number of options held by an executive is not a factor in determining subsequent grants. Granting options on that basis could create an incentive for executives to exercise options and sell their shares.

Last year the BCC granted Career Shares to a limited number of senior executives. Career Shares are shares of Exxon Common Stock that normally may not be sold until after an executive reaches normal retirement age. The shares may be forfeited if an executive leaves before that time. Given the size, complexity, and global scope of Exxon's business, it is essential to retain an experienced senior management team. Career Shares help Exxon retain key strategic and operating executives for the long term. These awards also provide an additional incentive for superior long-term corporate performance. The number of Career Shares granted to senior executives also reflects the increased responsibility and complexity of senior positions.

The Committee bases individual Career Share grants on the executive's personal contribution and level of responsibility. The number of shares held by an executive is not a factor in determining individual grants since Career Shares are primarily designed to promote long-term retention.

Mr. Raymond's long term incentive awards reflect his level of responsibility, his leadership, and the BCC's judgment of his overall contribution as CEO. In making this determination, the BCC considered the complex, highly technical, and long-term nature of Exxon's business. As with short term awards, the Committee does not think narrow quantitative measures or formulas are sufficient for this

purpose.

The BCC substantially increased Mr. Raymond's Career Share award this year. The award recognizes his outstanding contributions to Exxon's exceptional performance as reflected by three years of record earnings, continued strengthening of the Corporation's worldwide competitive position, and its progress toward long-range strategic goals. The restrictions on the award are designed to retain his leadership for the remainder of his career.

U.S. Income Tax Limits on Deductibility

U.S. income tax law limits the amount Exxon can deduct for compensation paid to the CEO and the other four most highly paid executives. Performance-based compensation that meets IRS requirements is not subject to this limit. The short term awards and stock option grants described

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above are designed to meet these requirements so that Exxon can continue to deduct the related expenses. Specifically, the shareholders last year approved broad performance measures for short term awards to the top executives. The shareholders also set annual limits on short term awards to these executives (0.2% of operating net income) and on individual option grants (0.2% of outstanding shares at year-end 1996, adjusted for stock splits). These are not targets, only maximums established for deductibility purposes. Actual award levels have been significantly less based on the factors and judgments described in the preceding sections of this report.

Summary

The BCC is made up of nonemployee directors who do not participate in any of the compensation plans they administer. The BCC approves or endorses all the programs that involve compensation paid or awarded to senior executives.

The BCC is responsible for seeing that Exxon's compensation program serves the best interest of its shareholders. To help meet this responsibility, the BCC is guided by an independent analysis of the competitiveness of Exxon's executive compensation. This analysis is prepared each year by a leading public accounting firm. The BCC also considers the results of the salary surveys described above.

In the opinion of the Committee, Exxon has an appropriate and competitive compensation program. The combination of sound base salary, competitive short term bonuses, and emphasis on long term incentives provides a balanced and stable foundation for effective executive leadership.

William R. Howell, Chairman
Philip E. Lippincott, Vice Chairman
Michael J. Boskin
D. Wayne Calloway
Jess Hay

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EXECUTIVE COMPENSATION TABLES

These tables show the compensation of Exxon's Chairman and the four other most highly paid executives. Share data reflect the two-for-one stock split in March 1997. See the BCC report beginning on page 10 for an explanation of our compensation philosophy.

Summary Compensation Table

<TABLE>

<CAPTION>

Annual Compensation

Long Term Compensation

| All Other Name and Compensation Principal Position Year (\$) (c) | Year | Salary (\$) | Bonus (\$) | Other Annual Compensation (\$) | Awards | | Payouts |
|---|------|----------------|---------------|--------------------------------------|---|----------------|--------------------------------|
| | | | | | Restricted Stock Award(s) (\$) (a) | Options (#) | LTIP Payouts (\$) (b) |
| <S> <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| L. R. Raymond 105,000 Chairman and CEO 93,000 | 1997 | 1,750,000 | 1,500,000 | 26,472 | 6,087,500 | 425,000 | 850,000 |
| | 1996 | 1,550,000 | 1,250,000 | 19,977 | 943,125 | 450,000 | 525,000 |
| | 1995 | 1,400,000 | 1,000,000 | 93,486 | 775,000 | 450,000 | 798,000 |
| 102,816 | | | | | | | |
| R. Dahan 60,173 Senior Vice President 53,019 and Director 41,906 | 1997 | 780,001 | 500,000 | 4,488 | 608,750 | 200,000 | 297,500 |
| | 1996 | 685,000 | 385,000 | 3,590 | 330,094 | 220,000 | 150,000 |
| | 1995 | 570,000 | 300,000 | 7,620 | 271,250 | 180,000 | 219,000 |
| 41,906 | | | | | | | |
| H. J. Longwell 60,173 Senior Vice President 53,019 and Director 44,746 | 1997 | 780,001 | 500,000 | 5,725 | 608,750 | 200,000 | 297,500 |
| | 1996 | 685,000 | 385,000 | 6,129 | 330,094 | 220,000 | 150,000 |
| | 1995 | 610,000 | 300,000 | 49,316 | 271,250 | 180,000 | 225,000 |
| 44,746 | | | | | | | |
| R. E. Wilhelm 62,174 Senior Vice President 57,497 and Director 52,116 | 1997 | 807,001 | 500,000 | 7,192 | 608,750 | 200,000 | 348,500 |
| | 1996 | 745,000 | 415,000 | 6,461 | 330,094 | 220,000 | 210,000 |
| | 1995 | 705,000 | 350,000 | 6,811 | 271,250 | 220,000 | 357,000 |
| 52,116 | | | | | | | |
| R. B. Nesbitt 55,820 Vice President; President, 51,366 Exxon Chemical Company 46,276 | 1997 | 648,000 | 300,000 | 8,411 | -0- | 130,000 | 217,600 |
| | 1996 | 595,000 | 265,000 | 10,170 | 235,781 | 140,000 | 132,000 |
| | 1995 | 560,000 | 220,000 | 8,208 | 193,750 | 120,000 | 219,000 |
| 46,276 | | | | | | | |

</TABLE>

(a) Number of restricted shares times the market price of Exxon stock on the day of grant. As of December 31, 1997, the total number and value of restricted shares held by these executives were: Mr. Raymond: 180,000 shares (\$11,025,000); Mr. Dahan: 36,000 shares (\$2,205,000); Mr. Longwell: 36,000 shares (\$2,205,000); Mr. Wilhelm: 38,000 shares (\$2,327,500); and Mr. Nesbitt: 18,000 shares (\$1,102,500). The values given do not reflect the fact that the shares are restricted. The executives receive the same cash dividends on restricted shares as holders of regular common stock, but cannot sell the shares during the restricted period. See page 12 for more information on these shares, which we call Career Shares.

(b) Settlements of Earnings Bonus Units. See page 16 for more details.

(c) 1997 values represent matching credits under Exxon's thrift plans (Mr. Raymond: \$105,000; Mr. Dahan: \$48,379; Mr. Longwell: \$48,379; Mr. Wilhelm: \$49,972; and Mr. Nesbitt: \$40,424) and costs of supplemental life insurance (Mr. Dahan: \$11,794; Mr. Longwell: \$11,794; Mr. Wilhelm: \$12,202; and Mr. Nesbitt: \$15,396).

| Name | Number of Securities Underlying Options Granted (#) | % of Total Options Granted to Employees in Fiscal Year | Exercise or Base Price (\$/Sh) | Expiration Date | If Stock At \$100.02 | If Stock At \$159.27 |
|--------------------------------------|---|--|--------------------------------|-----------------|----------------------|----------------------|
| | | | | | 5% (\$) | 10% (\$) |
| All Shareholders' Stock Appreciation | N/A | N/A | N/A | N/A | 94.7 billion | 239.9 billion |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> |
| L. R. Raymond | 425,000 | 3.9% | 61.41 | 11/25/07 | 16,412,676 | 41,592,943 |
| R. Dahan | 200,000 | 1.8% | 61.41 | 11/25/07 | 7,723,612 | 19,573,150 |
| H. J. Longwell | 200,000 | 1.8% | 61.41 | 11/25/07 | 7,723,612 | 19,573,150 |
| R. E. Wilhelm | 200,000 | 1.8% | 61.41 | 11/25/07 | 7,723,612 | 19,573,150 |
| R. B. Nesbitt | 130,000 | 1.2% | 61.41 | 11/25/07 | 5,020,348 | 12,722,547 |

(a) The exercise price of options is the market price of Exxon stock on the grant date. Options granted to senior executives become exercisable after one year of continuous employment or on death. The maximum option term is 10 years after grant or five years after death, if earlier. Options may be forfeited in cases of detrimental activity or early termination of employment. We did not grant any stock appreciation rights to senior executives last year.

(b) These columns show the gains option holders and all shareholders could realize if Exxon stock appreciates at a 5% or 10% rate. These growth rates are arbitrary assumptions specified by the SEC, not Exxon's predictions.

Aggregated Option/SAR Exercises in Last Fiscal Year and FY-End Option/SAR Values

<TABLE>
<CAPTION>

| Name | Number of Shares Underlying Options/SARs Exercised (#) | Value Realized (\$) | Number of Securities Underlying Unexercised Options/SARs at FY-End (#) | | Value of Unexercised, In-The-Money Options/SARs at FY-End (\$)* | |
|----------------|--|---------------------|--|---------------|---|---------------|
| | | | Exercisable | Unexercisable | Exercisable | Unexercisable |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> |
| L. R. Raymond | 360,670 | 12,335,407 | 2,628,212 | 425,000 | 70,738,944 | -0- |
| R. Dahan | 96,658 | 2,399,369 | 653,550 | 200,000 | 14,722,992 | -0- |
| H. J. Longwell | 50,418 | 1,593,976 | 924,232 | 200,000 | 23,570,167 | -0- |
| R. E. Wilhelm | 102,770 | 3,138,632 | 1,213,230 | 200,000 | 31,837,732 | -0- |
| R. B. Nesbitt | 146,000 | 3,756,038 | 480,000 | 130,000 | 11,311,251 | -0- |

* The difference between the option exercise price and the market price of Exxon stock at year-end. The actual gain, if any, an executive realizes will depend on the market price of Exxon stock at the time of exercise. "In-the-money" means the market price of the stock is greater than the exercise price of the option on the date specified.

Exxon Corporation Proxy Statement 1998

Long Term Incentive Plans - Awards in Last Fiscal Year

<TABLE>
<CAPTION>

| Name | Number of Shares, Units, or Other Rights* | Performance or Other Period Until Maturity or Payout | Estimated Future Payouts Under Non-Stock Price-Based Plans |
|---------------|---|--|--|
| | | | Maximum (\$) |
| <S> | <C> | <C> | <C> |
| L. R. Raymond | 325,000 | 5 years maximum | 1,462,500 |

| | | | |
|----------------|---------|-----------------|---------|
| R. Dahan | 100,000 | 5 years maximum | 450,000 |
| H. J. Longwell | 100,000 | 5 years maximum | 450,000 |
| R. E. Wilhelm | 100,000 | 5 years maximum | 450,000 |
| R. B. Nesbitt | 70,000 | 5 years maximum | 315,000 |

* These are Earnings Bonus Units or EBUs. Each EBU entitles the executive to receive an amount equal to Exxon's cumulative net income per common share announced each quarter beginning after the grant. Payout occurs on the fifth anniversary of grant or when the maximum settlement value of \$4.50 per unit is reached, if earlier. SEC rules classify EBUs as long term incentives, but because of the nature of Exxon's business we view EBUs as short term awards. See page 11 for more details.

Pension Plan Table

<TABLE>

<CAPTION>

| Remuneration* | Years of Service | | | |
|---------------|------------------|------------|------------|------------|
| | 30 | 35 | 40 | 45 |
| <S> | <C> | <C> | <C> | <C> |
| \$1,000,000 | \$ 480,000 | \$ 560,000 | \$ 640,000 | \$ 720,000 |
| 1,500,000 | 720,000 | 840,000 | 960,000 | 1,080,000 |
| 2,000,000 | 960,000 | 1,120,000 | 1,280,000 | 1,440,000 |
| 2,500,000 | 1,200,000 | 1,400,000 | 1,600,000 | 1,800,000 |
| 3,000,000 | 1,440,000 | 1,680,000 | 1,920,000 | 2,160,000 |
| 3,500,000 | 1,680,000 | 1,960,000 | 2,240,000 | 2,520,000 |
| 4,000,000 | 1,920,000 | 2,240,000 | 2,560,000 | 2,880,000 |
| 4,500,000 | 2,160,000 | 2,520,000 | 2,880,000 | 3,240,000 |
| 5,000,000 | 2,400,000 | 2,800,000 | 3,200,000 | 3,600,000 |

</TABLE>

* For plan purposes, this means (1) average annual salary over the highest paid 36-month period during the employee's last 10 years of employment, plus (2) the average of the three highest cash bonus and EBU awards during the employee's last five years of employment.

Employees who meet the age, service, and other requirements of Exxon's annuity plans are eligible for an annuity (or pension) after retirement. The table shows the approximate yearly annuity that would be paid to an Exxon employee in the top compensation (salary and bonus) and period of service categories. The annuity is calculated on a straight life basis with a five year minimum. The actual annuity would be reduced by a portion of the employee's Social Security benefits.

For annuity purposes, covered compensation for the executives named in the Summary Compensation Table on page 14 includes amounts shown in the "Salary" and "Bonus" columns of that table, plus EBU awards shown in the Long Term Incentive Plans table above.

At January 31, 1998, the covered compensation and credited years of service for these executives were:

Mr. Raymond: \$4,026,389 (35 years)
Mr. Dahan: \$1,458,611 (36 years)
Mr. Longwell: \$1,470,278 (35 years)
Mr. Wilhelm: \$1,580,472 (37 years)
Mr. Nesbitt: \$1,131,644 (44 years)

STOCK PERFORMANCE GRAPHS

Annual total returns to Exxon shareholders were 28% in 1997, 26% in 1996, and

38% in 1995. Total returns mean share price increase plus dividends paid, with dividends reinvested. The graphs below show the relative investment performance of Exxon stock, the S&P 500, and an industry peer group over the last five- and 10-year periods. The peer group consists of seven other international integrated oil companies: Amoco, British Petroleum, Chevron, Mobil, Royal Dutch, "Shell" Transport and Trading, and Texaco.

FIVE-YEAR CUMULATIVE TOTAL RETURNS
Value of \$100 Invested at Year-End 1992

[PERFORMANCE GRAPH]

| | 1992 | 1993 | 1994 | 1995 | 1996 | 1997 |
|-------------------|--------------------------------|------|------|------|------|------|
| | Fiscal Years Ended December 31 | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> |
| EXXON CORPORATION | 100 | 108 | 109 | 150 | 190 | 244 |
| S&P 500 | 100 | 110 | 112 | 153 | 189 | 252 |
| INDUSTRY GROUP | 100 | 130 | 144 | 190 | 241 | 296 |

</TABLE>

TEN-YEAR CUMULATIVE TOTAL RETURNS
Value of \$100 Invested at Year-End 1987

[PERFORMANCE GRAPH]

| | 1987 | 1988 | 1989 | 1990 | 1991 | 1992 | 1993 | 1994 | 1995 | 1996 | 1997 |
|-------------------|--------------------------------|------|------|------|------|------|------|------|------|------|------|
| | Fiscal Years Ended December 31 | | | | | | | | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| EXXON CORPORATION | 100 | 121 | 145 | 158 | 194 | 204 | 220 | 222 | 307 | 388 | 497 |
| S&P 500 | 100 | 117 | 154 | 149 | 194 | 209 | 230 | 233 | 321 | 394 | 526 |
| INDUSTRY GROUP | 100 | 112 | 161 | 175 | 187 | 180 | 234 | 259 | 342 | 435 | 534 |

</TABLE>

BOARD OF DIRECTORS PROPOSAL

Ratification of independent accountants
(Item 2 on the proxy card)

The Audit Committee of the Board has appointed Price Waterhouse LLP (PW) to audit our financial statements for 1998. We are asking you to ratify that appointment.

PW has been Exxon's independent accounting firm for many years, and we believe they are well qualified for the job. A PW representative will be at the annual meeting to answer appropriate questions and to make a statement if he or she desires.

The Board recommends you vote FOR this proposal.

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SHAREHOLDER PROPOSALS
(Items 3 and 4 on the proxy card)

We expect the following proposals to be presented by shareholders at the annual meeting. Following SEC rules, we are reprinting the proposals and supporting statements as they were submitted to us. We take no responsibility for them. On request to the address under "Questions?" on page 23, the Secretary will provide information about the shareholdings of the proposal sponsors.

The Board recommends you vote AGAINST these proposals for the reasons we give after each one.

Additional reporting of political contributions

This proposal was submitted by Mrs. Evelyn Y. Davis, Watergate Office Building, 2600 Virginia Avenue, N.W., Suite 215, Washington, DC 20037.

"RESOLVED, That the shareholders recommend that the Board direct management that within five days after approval by the shareholders of this proposal, the

management shall publish in newspapers of general circulation in the cities of New York, Washington, D.C., Detroit, Chicago, San Francisco, Los Angeles, Dallas, Houston, and Miami, and in the Wall Street Journal and U.S.A. Today, a detailed statement of each contribution made by the Company, either directly or indirectly, within the immediately preceding fiscal year, in respect of a political campaign, political party, referendum or citizens' initiative, or attempts to influence legislation, specifying the date and amount of each such contribution, and the person or organization to whom the contribution was made. Subsequent to this initial disclosure, the management shall cause like data to be included in each succeeding report to shareholders. And if no such disbursements were made, to have that fact publicized in the same manner."

REASONS: "This proposal, if adopted, would require the management to advise the shareholders how many corporate dollars are being spent for political purposes and to specify what political causes the management seeks to promote with those funds. It is therefore no more than a requirement that the shareholders be given a more detailed accounting of these special purpose expenditures that they now receive. These political contributions are made with dollars that belong to the shareholders as a group and they are entitled to know how they are being spent.

Last year the owners of 63,434,778 shares, representing approximately 7.1% of shares voting, voted FOR this proposal.

If you AGREE, please mark your proxy FOR this proposal."

The Board recommends you vote AGAINST this proposal for the following reasons:

A similar proposal was presented by this same proponent at Exxon's 1975, 1976, 1984, 1996, and 1997 annual meetings, and each time it was rejected by shareholders owning more than 92 percent of the shares voted.

Exxon Corporation makes limited contributions to political candidates or political parties, which are fully in keeping with applicable laws. Eligible management and administrative employees and selected retirees who wish to participate in the political process are given the opportunity to do so by contributing to candidates through the Exxon Corporation Political Action Committee and the Exxon

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Proxy Statement 1998 Exxon Corporation

Corporation Political Action Committee of Texas (the "Exxon PACs"). As required by applicable federal and state election laws, information about political contributions made by the Corporation and the Exxon PACs is publicly available.

The Corporation legally may, and as a matter of policy does, take positions with respect to proposed legislation and ballot propositions or referenda which could affect the business activities of the Corporation and the shareholders' investment in it. It communicates such positions in a variety of ways, including testimony before congressional and other legislative committees, articles in company publications which shareholders receive, and occasionally, special letters to shareholders. From time to time, subject to strict management review, the Corporation provides financial support to citizens' groups which are taking positions for or against ballot propositions or referenda having an important impact on the Corporation. The Corporation also belongs to various trade and other associations which take public positions on such matters.

In view of the Corporation's policies and practices in this area, the Board of Directors believes that this proposal would create an unnecessary expense as this information is already available from the Corporation.

Additional report on climate change

This proposal was submitted by The Province of St. Joseph of the Capuchin Order, 1015 North Ninth Street, Milwaukee, WI 53233 and three co-proponents.

"WHEREAS, a Business Week article: 'Global Warming: Is There Still Room for Doubt? Sorry, Skeptics. Scientists Say They Have the Smoking Gun' (11/03/97) stated:

On Oct. 13, the CEO of Exxon Corp., Lee R. Raymond, told the 15th World Petroleum Congress in Beijing three things: First, the world isn't warming. Second, even if it were, oil and gas wouldn't be the cause. Third, no one can predict the likely future temperature rise.

Many others in industry and government are skeptical of the threats posed by global warming, and they would likely agree with Raymond's conclusion: 'Before we make choices about global climate policies, we need

an open debate on the science, an analysis of the risks, and a careful consideration of the costs and benefits.'

The call for scientific debate is 10 years too late. The costs of dealing with global warming are uncertain, but in the past decade global warming itself has become one of the most exhaustively debated subjects in science. The result is a solid consensus on the scientific facts. According to the consensus, Raymond's three assertions are wrong.

The article shows that, in critical areas, Mr. Raymond's contentions contradict conclusions of the Intergovernmental Panel on Climate Change (IPCC). The IPCC was established in 1988 by the World Meteorological Organization and the United Nations Environment Program to assess the science of climate change, determine its impacts on the environment and society, and formulate strategies to respond. A key point is the contention that only 4% of carbon dioxide entering the atmosphere comes from human activity. This led Mr. Raymond to state: 'Leaping to cut this tiny sliver of the

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greenhouse pie... defies common sense.' However, according to BW:

the 30% rise in atmospheric carbon dioxide during the industrial era is due to human activity and is responsible for the warming so far. In cautious language generated by extensive discussion, the IPCC produced what scientists say is the smoking gun: 'The balance of evidence suggests a discernible human influence on global climate.'

- John Browne, Group Chief Executive of British Petroleum America, stated: 'The time to consider the policy dimensions of climate change is... when the possibility cannot be discounted... We in BP have reached that point.'
- Such an admission from an executive of a major competitor in the fossil fuel industry -- believed to be a significant contributor to the problem -- invites us to seriously re-examine the issue.

RESOLVED, that shareholders request the Board to create a committee of its outside directors to independently review (at reasonable cost and omitting proprietary information) and make available to shareholders by August, 1998 a full report about the impact of climate change on our company's present policies and practices. Among issues to be treated we recommend that these include 1) any anticipated liabilities our company may incur from its possible contribution to the problem; 2) what the company can do to reduce carbon dioxide emissions from our fossil fuels.

If you agree, please vote 'yes.'"

The Board recommends you vote AGAINST this proposal for the following reasons:

The proposal calls for a new Board committee to study global climate change. The Board believes such a committee would be an unwarranted duplication of effort since it is already kept well informed about this issue. The proposal also calls for a special report despite the extensive, ongoing communications on this subject Exxon already provides to shareholders, employees, and the public through publications such as the annual report, The Lamp, Perspectives, and executive speeches. These and other sources of information are available on Exxon's Internet site (www.exxon.com).

Even more troubling, however, is the erroneous basis for the proposal. The proponent cites a Business Week article that misrepresents Exxon Chairman Lee Raymond's remarks at the World Petroleum Congress in Beijing in October 1997 as well as the state of scientific understanding. The article says that all scientific questions have been answered. This is not the case.

Climate science is an extremely complex subject, and Exxon has been studying it carefully for over a decade. While computer models that attempt to predict future climate have improved, they still have serious deficiencies. Model precision remains inadequate either to match historical climate or to predict current climate without large arbitrary adjustments. Actual measurements of global temperature do not show signs of climate change outside normal historical variability.

In drawing its conclusions about the science, the Business Week article makes selective reference to the report by the Intergovernmental Panel on Climate Change

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(IPCC). A thorough reading of the full IPCC report shows that important uncertainties remain, a view supported by many other scientists studying this issue. For example, in July 1997, the Massachusetts Institute of Technology Joint Program on the Science and Policy of Global Change noted that "some scientists have been skeptical" about the IPCC's attribution of climate change to human activity and that "this group has grown substantially over time."

The potential for climate change caused by elevated levels of carbon dioxide in the atmosphere is a legitimate concern, and reducing the scientific uncertainties is important. Exxon's view is that a much better understanding of the science is required before governments or international bodies mandate cuts in the use of fossil fuels.

Meeting the Kyoto targets will require large cuts in U.S. energy use as government forecasts project that emissions will exceed the target set in the recent Kyoto negotiations by over 40 percent. Other developed countries also would need to reduce energy consumption substantially. The published, peer-reviewed economic literature shows that the financial and social impact of substantial mandated fossil fuel reductions (through taxes, rationing, or other measures) would severely damage economies, industry, and jobs.

Excluding developing nations from such reductions, which renders the Kyoto targets largely ineffective, will not prevent those countries from being hurt. Their exports will suffer as the economic growth of industrialized nations is impaired. In developing nations, reducing economic growth would mean fewer financial resources available for meeting real and immediate social needs such as reduced poverty, clean drinking water, health care, and education.

As economies grow and prosper, their energy use increases. This use is primarily driven by the market system, individual decisions, and resulting demands of business and consumers for fuel and chemical products. At the same time, we believe that energy should be used wisely and efficiently. We practice this philosophy in our own operations because we clearly understand that saving energy is a sound business practice and increases shareholder value. Exxon refineries and chemical plants are over 35 percent more energy-efficient than they were in 1973. Our emphasis on efficient fuel use saves over 3 billion gallons of oil a year.

For example, Exxon operates or has an interest in 26 cogeneration plants around the world. Cogeneration is a technology that makes steam and electricity simultaneously, requiring 30 percent less energy than making them separately. Using cogeneration at just two Exxon refineries (Baytown, Texas and Baton Rouge, Louisiana) will reduce energy use by some 100 million oil-equivalent gallons a year. Extensive research and engineering efforts ensure that Exxon can continue to increase operating plant efficiency through improvements in reactor and furnace design, new catalysts, and other measures.

Exxon also conducts extensive research aimed at improving the efficient use of our products. We are working with various automobile manufacturers around the world to investigate ways to improve the efficiency of internal combustion engines. And for the future, we are exploring the potential of even more efficient hydrocarbon-powered fuel cells, which combine hydrogen and oxygen in a chemical reaction to produce electricity, heat, and water.

Exxon is committed to participating actively in an open and informed public debate on the question of climate change -- a debate in which all aspects of the issue can be thoughtfully considered, particularly the science and the economic implications of mandated reductions in fossil fuel use. Given the potential large negative impact on economic growth and individual lifestyles, it is important to avoid precipitous actions before this thoughtful debate has been completed. Exxon has expressed its views on this issue extensively and will

continue to do so. We believe that by sharing our analysis and opinions, we can help promote public awareness and encourage people to learn more about the issue, understand it better, and reach informed decisions.

The Board feels the current approach of keeping it engaged in the climate change issue is prudent and effective. Adding another special report is unnecessary, duplicative, and wasteful in view of the extensive communications the company has already produced and its commitment to continue speaking out on this important matter.

In summary, the Board fully agrees with the following statement from Mr. Raymond's Beijing speech:

"Before we make choices about global climate policies, we need an open debate on the science, an analysis of the risks, and a careful consideration of the costs and benefits."

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ADDITIONAL INFORMATION

Other business

Under the laws of New Jersey, where Exxon is incorporated, no business other than procedural matters may be raised at the annual meeting unless proper notice to the shareholders has been given. We do not expect any business to come up for shareholder vote at the meeting other than the items described in this booklet. If other business is properly raised, your proxy card authorizes the people named as proxies to vote as they think best.

People with disabilities

We can provide reasonable assistance to help you participate in the meeting if you tell us about your disability and your plan to attend. Please call or write the Secretary at least two weeks before the meeting at the number or address under "Questions?" below.

Outstanding shares

On February 12, 1998, 2,451,755,581 shares of common stock and 3,027,567 shares of Exxon's Class A Preferred Stock were outstanding. The common and preferred stock vote together. Each common share has one vote and each preferred share has two votes.

How we solicit proxies

In addition to this mailing, Exxon employees may solicit proxies personally, electronically, or by telephone. Exxon pays the costs of soliciting this proxy. We are paying D.F. King & Co. a fee of \$25,000 plus expenses to help with the solicitation. We also reimburse brokers and other nominees for their expenses in sending these materials to you and getting your voting instructions.

Shareholder proposals for next year

The deadline for shareholder proposals for next year's meeting is November 18, 1998. On request, the Secretary will provide detailed instructions for submitting proposals.

Questions?

If you have questions or need more information about the annual meeting, write to:

Secretary
Exxon Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

or call us at (972) 444-1157.

For information about your record holdings or SIP account, call Exxon Shareholder Services at 1-800-252-1800. We also invite you to visit Exxon's Internet site at www.exxon.com. Internet site materials are for your general information and are not part of this proxy solicitation.

[TIGER GRAPHIC]

[RECYCLED LOGO] Printed on recycled paper

3300-PS-398

APPENDIX 1

PROXY CARD

[DALLAS AREA MAP]

[STREET MAP]

From I-45/Hwy 75--Take I-35E exit (Woodall Rodgers Frwy) to Pearl St. exit or St. Paul exit (follow frontage road east to Pearl St.), turn south and continue to Ross Ave., turn left to Arts District Garage.

From I-35E--Take I-45/Hwy 75 exit (Woodall Rodgers Frwy) to Pearl St. exit, continue to Ross Ave., turn left to Arts District Garage.

From DFW Airport--Take South Exit to Hwy 183 east (merges with I-35E), follow directions from I-35E (above).

From Love Field--Exit airport on Mockingbird Ln. west to I-35E south, follow directions from I-35E (above).

[LOGO] CORPORATION
5959 Las Colinas Boulevard
Irving, TX 75039-2298

PROXY
SOLICITED BY BOARD OF DIRECTORS
ANNUAL MEETING, APRIL 29, 1998
DALLAS, TEXAS

The undersigned hereby appoints D.W. Calloway, J. Hay, W.R. Howell, P.E. Lippincott, and L.R. Raymond, or each or any of them, with power of substitution, proxies for the undersigned to act and vote at the 1998 annual meeting of shareholders of Exxon Corporation and at any adjournments thereof, as indicated, upon all matters referred to on the reverse side and described in the proxy statement for the meeting and, at their discretion, upon any other matters that may properly come before the meeting.

1. Election of Directors

| | | | |
|-----------|------------------|----------------|---------------|
| NOMINEES: | M.J. Boskin, | D.W. Calloway, | R. Dahan, |
| | J. Hay, | W.R. Howell, | R.C. King, |
| | P.E. Lippincott, | M.C. Nelson, | L.R. Raymond, |
| | H.J. Longwell, | | |
| | W. V. Shipley, | R.E. Wilhelm. | |

If no other indication is made, the proxies shall vote (a) for the election of the director nominees and (b) in accordance with the recommendations of the Board of Directors on the other matters referred to on the reverse side.

P.O. Box 8033
Boston, MA 02266-8033

PLEASE COMPLETE, SIGN, DATE, AND PROMPTLY RETURN IN ENCLOSED ENVELOPE. (OVER)

c/o Proxy Services
P.O. Box 8033
Boston, MA 02266-8033

TO AVOID DELAY AT THE ENTRANCE TO THE MEETING, PLEASE PRESENT THIS TICKET.

You are cordially invited to attend the annual meeting of shareholders of Exxon Corporation on Wednesday, April 29 at the Morton H. Meyerson Symphony Center, 2301 Flora Street, Dallas, Texas. The meeting will begin at 10:00 a.m., Central Time. Admission is limited to shareholders, their proxies, and guests of the Corporation. This ticket will admit you and a guest. Free parking is available in the Arts District Garage. Have your parking ticket validated at the annual meeting. Traffic in the area may cause a delay; please allow extra time for parking.

DETACH TICKET

[LOGO] CORPORATION

Attached below is a proxy card for the 1998 annual meeting of shareholders of Exxon Corporation.

Please mark the boxes on the proxy card to indicate how your shares should be voted. Complete, sign, date, and promptly return your proxy card in the enclosed postpaid envelope.

Votes are tallied by BankBoston, Exxon Corporation's transfer agent. Any comments noted on the proxy card or an attachment will be forwarded by BankBoston to Exxon Corporation, if the appropriate box below is marked.

The attached admission ticket should be presented at the meeting to expedite registration.

DETACH CARD BEFORE MAILING

[X] Please mark
votes as in
this example.

The Board of Directors recommends a vote FOR items 1 and 2.

| | WITHHELD | | | FOR | AGAINST | ABSTAIN |
|------------------------------------|----------|----------|---|-----|---------|---------|
| | FOR ALL | FROM ALL | | [] | [] | [] |
| 1. Election of Directors (page 2). | [] | [] | 2. Ratification of independent accountants (page 17). | [] | [] | [] |

For all nominees except as noted above

The Board of Directors recommends a vote AGAINST items 3 and 4.

| | FOR | AGAINST | ABSTAIN |
|---|-----|---------|---------|
| | [] | [] | [] |
| 3. Additional reporting of political contributions (page 18). | [] | [] | [] |
| 4. Additional report on climate change (page 19). | [] | [] | [] |

Discontinue duplicate annual report. []

I have made comments on this card or an attachment. This box must be marked for comments to be read. []

This card covers registered shares including any Shareholder Investment Program shares.

Signature: _____ Date ____1998 Signature: _____ Date ____1998

NOTE: Please sign exactly as name appears hereon. When signing as attorney, executor, administrator, trustee, or guardian, please give full name as such.

STATEMENT OF DIFFERENCES

The section symbol shall be expressed as..... 'SS'

