

EXXON MOBIL CORP  
Form DEFA14A  
April 21, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**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 §240.14a-12

**EXXON MOBIL 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)(4) and 0-11.

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

(2) Aggregate number of securities to which transaction applies:

(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 determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

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.

Edgar Filing: EXXON MOBIL CORP - Form DEFA14A

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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

**Jeffrey J. Woodbury**  
Vice President, Investor Relations  
and Secretary

April 21, 2017

**Re: Supplemental Information Related to *Item 3* *Advisory Vote to Approve Executive Compensation***

Dear Investor,

In the 2017 filing of Exxon Mobil Corporation's proxy, we included an *Executive Compensation Overview (Overview)* as additional proxy material to summarize the key design features of our compensation program and demonstrate a strong linkage between ExxonMobil's compensation program and business results.

Charts 13 and 14 on page 7 of the *Overview* compare ExxonMobil CEO's compensation versus our compensation benchmark companies over a 10 year period from 2006 through 2015.

The 2016 data for our compensation benchmark companies have recently become available as they have filed their 2017 proxies. Therefore we have updated both charts as shown below. This also updates all other references to these data in the *Overview*.

- (1) Realized Pay is compensation actually received by the CEO during the year, excluding any retirement distributions. Unrealized Pay represents the current value—not the grant date value used for reporting in the Summary Compensation Table—of outstanding unvested cash and stock-based incentive awards as well as the current market value of unexercised in the money stock options granted during the years 2006 through 2016. Award values are based on target levels of formula-based awards and fiscal year-end 2016 stock prices. Values for Caterpillar include estimates for fiscal year-end 2016 as the 2017 proxy had not been filed as of April 19, 2017. See the back page of the *Executive Compensation Overview* for more detailed definitions of realized and unrealized pay.
- (2) ExxonMobil CEO exercised last stock options granted in 2001 that would have expired in 2011. No stock options granted since 2001.

Page 2

Pension and nonqualified deferred compensation data are excluded from the data included in both charts. However, depending on how these values for the 2006 to 2016 period are determined, including pension value and nonqualified deferred compensation together with the realized pay and unrealized award values shown above would place the ExxonMobil CEO between the 36th and the 67th percentiles among the compensation benchmark companies. Specifically:

ExxonMobil CEO would rank at the 36th percentile if pension and nonqualified deferred compensation values are based on 11 years of average value per year of pension service (11 years represents the period from 2006 through 2016).

For companies who have had more than one CEO during this period, the pension and nonqualified deferred compensation values for both paid and accumulated amounts were averaged for this purpose, weighted by the tenure of the respective individual in the CEO position. Pension values are as reported in the Pension Benefits table. Nonqualified deferred compensation values are as reported in the requisite table and may include executive contributions as well as company contributions and interest earned.

ExxonMobil CEO would rank at the 67th percentile if pension value is simply calculated by aggregating the positive amounts shown in the annual Change in Pension Value and Nonqualified Deferred Compensation Earnings column of the Summary Compensation Table for the covered period.

We look forward to discussing this information with our shareholders over the next several weeks and during the webinar on executive compensation and shareholder proposals on May 11, 2017.

Sincerely,

**Please read this supplemental information together with the complete *Overview* and the more detailed information included in the Compensation Discussion & Analysis, compensation tables, and narrative on pages 26 through 52 of ExxonMobil's 2017 Proxy Statement before you cast your vote on Management Resolution *Item 3 Advisory Vote to Approve Executive Compensation*.**