QUESTIONS FROM DWS INVESTMENT GMBH TO EXXON MOBIL'S SHAREHOLDERS' MEETING MAY 27, 2020 Intended for Online Publication



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Dear Mr. Woods, Dear Members of the Board,

As one of the largest asset managers in Europe, we at DWS Investment GmbH signed the Principles of Responsible Investment (PRI) in 2008 and support the Sustainable Development Goals as well as the Task Force for Climate-related Financial Disclosures (TCFD). As a responsible investor in Exxon, it is our fiduciary duty to express our expectations on sustainability in the best interest of our clients. Our commitment to sound corporate governance and responsible environmental and social practices (ESG) among our investees is not only a crucial element of our responsibilities, but also forms an integral part of our investment process. We appreciate the constructive dialogue we had to date and would like to ask you a couple of questions ahead of your shareholders' meeting this year (please note that we uploaded these in a summarized form on your website as well).

As the COVID-19 crisis is having extraordinary effects across all sectors of the economy globally, you are understandably focusing as a first priority on keeping your staff safe and healthy, and we hope you manage to get out of this situation with the minimum impact.

Over the past few years the number of companies in S&P 500 separating the roles of Chair and CEO has continued to go up. Among other things, separating the roles allows for a balance of powers and increases board oversight. The Chair's focus should be on overseeing the board of directors to ensure the long term success of a company and at the same time serve as a mentor, advocate or valuable sounding board for the CEO. The role of a CEO is to ensure sound management of a company in both the short and long term. Separating the roles can help maintain a balance between the two, reducing the risk that a CEO will focus on short term goals, especially when there are rewards or incentives to do so.

Question 1: Given the headwinds that Exxon Mobil has been facing in the past two years and the need to adapt to a low carbon economy, why wouldn't it benefit the company to separate the roles and appoint an independent chair?

Oil and gas companies are at a crossroad and we as investors expect them to create long-term energy transition plans, with aligned short and medium term targets such as explicit plans on the path to reduce capital expenditure in activities associated with high GHG emissions and increase those in low-carbon activities, decarbonisation targets and proactive policy advocacy in order to accelerate a clean energy transition. In that regard, we would like to thank you for the enhanced transparency you are providing on your efforts in your Energy & Carbon Summary report. However, earlier this year,



the CEO Darren Woods referred to pledges by some of Exxon Mobil's peers to cut carbon dioxide emissions a "beauty competition" that would do little to halt climate change.

Question 2: Which explicit steps are taken by Exxon Mobil to contribute to achieving environmental and societal resilience that are superior to peers in order to avoid the next crisis in light of climate change?

Question 3: How do your business and associated scope 1, 2 and 3 emissions profile fit with achieving net zero emissions by 2050? Have you set long-term intensity targets (beyond 2023) to reduce your current emissions profile?

Question 4: Why has Exxon Mobil been hesitant to requests for assurance from investors about the alignment of the company's strategy with the goals of the Paris Agreement?

Executive pay is one of the most important aspects of good corporate governance and a central topic of our engagement with our investees. The energy transition is a challenge to the traditional business model of the oil and gas industry and we believe there needs to be a strong link between strategic climate goals and management incentives.

Question 5: Do you plan to revise the performance metrics of the executive compensation policy to reflect more climate-relevant targets of your long-term strategy? Can we expect more granularity on the relative weightings between metrics, particularly in your long-term incentive plans?

To conclude, we would like to thank you and all the Exxon employees cordially on their commitment and dedication in the past year but also in these difficult times amidst the COVID-19 crisis contributing to the success of Exxon in its dedicated support to society.

A special thank you in advance for your answers.