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2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

☑ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2012

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 1-2256

EXXON MOBIL CORPORATION

(Exact name of registrant as specified in its charter)

NEW JERSEY	**13-5409005**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

5959 LAS COLINAS BOULEVARD, IRVING, TEXAS 75039-2298

(Address of principal executive offices) (Zip Code)

(972) 444-1000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, without par value (4,480,449,635 shares outstanding at January 31, 2013)	**New York Stock Exchan**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☑ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No ☑

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject t filing requirements for the past 90 days. Yes ☑ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Da required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period tl registrant was required to submit and post such files). Yes ☑ No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be con to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K amendment to this Form 10-K. ☑

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting cor See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☑ Accelerated filer

Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Act). Yes No ☑

The aggregate market value of the voting stock held by non-affiliates of the registrant on June 30, 2012, the last business day of the registrant' recently completed second fiscal quarter, based on the closing price on that date of $85.57 on the New York Stock Exchange composite tape, excess of $394 billion.

Documents Incorporated by Reference: Proxy Statement for the 2013 Annual Meeting of Shareholders (Part III)

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders of Exxon Mobil Corporation:

In our opinion, the accompanying Consolidated Balance Sheets and the related Consolidated Statements of Income, Compreh Income, Changes in Equity and Cash Flows present fairly, in all material respects, the financial position of Exxon Mobil Corpo and its subsidiaries at December 31, 2012, and 2011, and the results of their operations and their cash flows for each of the three ye the period ended December 31, 2012, in conformity with accounting principles generally accepted in the United States of America in our opinion, the Corporation maintained, in all material respects, effective internal control over financial reporting as of Decemb 2012, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizati the Treadway Commission (COSO). The Corporation's management is responsible for these financial statements, for maint effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial repo included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to e opinions on these financial statements and on the Corporation's internal control over financial reporting based on our integrated a We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are f material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the fin statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall fin statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal contro financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effecti of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necess the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliabi financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted acco principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain t maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial stateme accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made o accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance reg prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projecti any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of chan conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

Dallas, Texas
February 27, 2013

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

15. Incentive Program

The 2003 Incentive Program provides for grants of stock options, stock appreciation rights (SARs), restricted stock and other for award. Awards may be granted to eligible employees of the Corporation and those affiliates at least 50 percent owned. Outsta awards are subject to certain forfeiture provisions contained in the program or award instrument. Options and SARs may be gran prices not less than 100 percent of market value on the date of grant and have a maximum life of 10 years. The maximum num shares of stock that may be issued under the 2003 Incentive Program is 220 million. Awards that are forfeited, expire or are sett cash, do not count against this maximum limit. The 2003 Incentive Program does not have a specified term. New awards may be until the available shares are depleted, unless the Board terminates the plan early. At the end of 2012, remaining shares availab award under the 2003 Incentive Program were 124,736 thousand.

Restricted Stock. Awards totaling 10,017 thousand, 10,533 thousand, and 10,648 thousand (excluding XTO merger-related gran restricted (nonvested) common stock and restricted (nonvested) common stock units were granted in 2012, 2011 and 2010, respect Compensation expense for these awards is based on the price of the stock at the date of grant and is recognized in income ov requisite service period. These shares are issued to employees from treasury stock. The units that are settled in cash are recorc liabilities and their changes in fair value are recognized over the vesting period. During the applicable restricted periods, the share not be sold or transferred and are subject to forfeiture. The majority of the awards have graded vesting periods, with 50 percent shares in each award vesting after three years and the remaining 50 percent vesting after seven years. Awards granted to a small nu of senior executives have vesting periods of five years for 50 percent of the award and of 10 years or retirement, whichever occurs for the remaining 50 percent of the award.

Additionally, in 2010 long-term incentive awards totaling 4,206 thousand shares of restricted (nonvested) common stock, v value of $250 million, were granted in association with the XTO merger. The majority of these awards vest over periods of up to years after the initial grant.

The Corporation has purchased shares in the open market and through negotiated transactions to offset shares issued in conju with benefit plans and programs. Purchases may be discontinued at any time without prior notice.

The following tables summarize information about restricted stock and restricted stock units for the year ended December 31, 20

	2012	
		Weighted Avera Grant-Date
Restricted stock and units outstanding	**Shares**	**Fair Value per Sh**
	(thousands)	*(dollars)*
Issued and outstanding at January 1	46,781	70.76
2011 award issued in 2012	10,522	79.52
Vested	(10,537)	65.56
Forfeited	(315)	68.50
Issued and outstanding at December 31	46,451	73.94

Value of restricted stock and units	**2012**	**2011**	
Grant price *(dollars)*	87.24	79.52	(
Value at date of grant:		*(millions of dollars)*	
Restricted stock and units settled in stock	797	766	
Merger-related granted and converted XTO awards	-	-	
Units settled in cash	77	72	
Total value	874	838	

As of December 31, 2012, there was $2,179 million of unrecognized compensation cost related to the nonvested restricted awards cost is expected to be recognized over a weighted-average period of 4.5 years. The compensation cost charged against income f restricted stock and restricted units was $854 million, $793 million and $801 million for 2012, 2011 and 2010, respectively. The ir tax benefit recognized in income related to this compensation expense was $79 million, $73 million and $81 million for the periods, respectively. The fair value of shares and units vested in 2012, 2011 and 2010 was $926 million, $801 million and million, respectively. Cash payments of $66 million, $46 million and $42 million for vested restricted stock units settled in cash made in 2012, 2011 and 2010, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Stock Options. The Corporation has not granted any stock options under the 2003 Incentive Program and all stock options gı under the prior program were exercised by the end of 2011. In 2010, the Corporation granted 12,393 thousand of converted XTO options with a grant-date fair value of $182 million as a result of the XTO merger. These stock options generally vest and be exercisable ratably over a three-year period, and may include a provision for accelerated vesting when the common stock price re specified levels. Some stock option tranches vest only when the common stock price reaches specified levels. There were thousand stock options, with an average exercise price of $78.60, outstanding at December 31, 2012.

Cash received from stock option exercises was $193 million, $924 million and $1,043 million for 2012, 2011 and 2010, respect The cash tax benefit realized for the options exercised was $54 million, $221 million and $89 million for 2012, 2011 and respectively. The aggregate intrinsic value of stock options exercised in 2012, 2011 and 2010 was $79 million, $986 million and million, respectively.

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Overview

2012 Shareholder Engagement

Preceding the 2012 advisory vote to approve executive compensation, ExxonMobil management held a series of meetings with institutional shareholders and conducted a webcast available to all shareholders to explain the Company's executive compensation programs and answer questions, which typically took the form of requests for additional information or clarification. The following summarizes shareholder feedback and describes steps taken in this disclosure to address their requests for additional information.

Positive shareholder feedback was received on the following:

- More than half of total compensation in equity.
- Very long stock holding periods that extend through retirement.
- Delayed payout of 50 percent of the annual bonus.
- Disclosure of six years of realized pay history (full tenure of CEO).
- Strong executive development, retention, and succession planning.
- Absence of employment contracts and change-in-control arrangements.
- All U.S. executives (more than 1,000), including the CEO, participate in **common programs** (the same salary, incentive, and retirement programs).
- Improved overall disclosure of the compensation program.

Shareholders requested additional information on the following:

- More explanation of the performance basis for determining the annual bonus award program.

  In response to this request, the Compensation Committee is providing additional detail concerning the formula basis used to determine the annual bonus program. See page 32.

- More explanation of the Committee's determination that restricted stock grants with long vesting periods and risk of forfeiture provide better alignment with ExxonMobil's business model than a short-term, formula-based method for structuring stock grants.

  In response to this request, the charts and explanation on pages 34-35 are provided to illustrate why we believe our current stock program aligns more closely with ExxonMobil's business model and the long-term interests of our shareholders.

Financial and Operating Performance

The financial and operating results outlined below provide additional perspective on ExxonMobil's performance:

- Earnings of $45 billion in 2012, a 9-percent increase versus 2011. Five-year annual average of $36 billion in earnings.
- Distributed more than $30 billion in dividends and share purchases to shareholders in 2012, for a distribution yield of 7.5 percent. Distributed $292 billion in dividends and share purchases since the beginning of 2000. Dividends per share increased for the 30th consecutive year.
- Industry-leading return on average capital employed (ROCE) of 25.4 percent, with a five-year average of 24.4 percent.
- Improved safety and operations performance supported by effective risk management.

For definitions and additional information concerning ROCE, see page 5 of the 2012 Financial Statements and Supplemental Information included with the 2013 Proxy Statement.

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Strategic Business Results

In addition to financial and operating performance, a key factor underlying the compensation decisions made by the Compensation Committee in 2012 was the progress achieved on strategic priorities. The accomplishments outlined below are expected to have a positive impact on ExxonMobil's performance for decades.

- ExxonMobil progressed the Strategic Cooperation Agreement with Rosneft to jointly participate in oil and natural gas exploration and development activities in Russia, the United States, and Canada, and to share technology and expertise. In 2012, we completed seismic data acquisition in the Black Sea and Kara Sea. We also agreed to jointly develop tight oil reserves in West Siberia and establish a joint Arctic Research Center for offshore developments.
- Significant exploration discoveries in Romania, Tanzania, Nigeria, Australia, and Papua New Guinea added to the resource base. In addition, ExxonMobil was awarded the Skifska block in the Ukrainian sector of the Black Sea.
- Strong progress on major projects, including first oil for three projects in Africa with a gross capacity of 350 thousand barrels per day. We also completed construction and began commissioning activities for the Kearl Oil Sands project in Canada and the Singapore Chemical Expansion project in Asia Pacific. The Papua New Guinea Liquefied Natural Gas project was also advanced.
- Unconventional acreage positions in the United States were expanded in the liquids-rich Bakken and Woodford Ardmore plays, and an agreement was signed to acquire acreage in the Montney and Duvernay unconventional plays in western Canada.
- ExxonMobil finalized plans to build a new world-scale specialty elastomers facility with joint venture partner Saudi Basic Industries Corporation (SABIC).
- Downstream and Chemical holdings in Japan were restructured and reduced to further improve efficiencies and optimize returns.

Long–Term Business Performance and Basis for Compensation Decisions

The following charts illustrate the effectiveness of ExxonMobil's compensation program in delivering superior results for shareholders over the long term. These results, in addition to individual performance, experience, and level of responsibility, helped form the basis for compensation decisions made by the Compensation Committee in 2012.

Chart 1: Safety • Safety is a core value for ExxonMobil, and nothing receives more attention from management. We also believe that safety performance is a leading indicator of business performance. We achieved improved safety performance in 2012.

Chart 2: Profitability • ExxonMobil continues to lead the industry in return on average capital employed (ROCE), a standard performance metric in our industry.

Chart 3: Shareholder Returns • ExxonMobil's total shareholder return (TSR) is compared to other integrated oil companies in this chart. The compensation program is designed to support the business model, which is focused on long-term sustainable growth in shareholder value.

Chart 4: Shareholder Returns Compared to Others • The most relevant metric for comparing shareholder returns is the TSR of companies with similar size and scale in the same industry. However, given the relatively small number of U.S.-based oil and gas companies that are comparable in size and scale to ExxonMobil, and to provide a reasonable point of reference, we evaluate the compensation levels of other large U.S.-based companies as well. The criteria used to select these benchmark companies are outlined beginning on page 42. For illustration, this chart compares ExxonMobil's TSR to the 12 companies used for benchmarking compensation.

The term "project" as used in this proxy statement does not necessarily have the same meaning as under SEC Rule 13q-1 relating to government payment reporting. For example, a single project for purposes of the rule may encompass numerous properties, agreements, investments, developments, phases, work efforts, activities, and components, each of which we may also informally describe as a "project."

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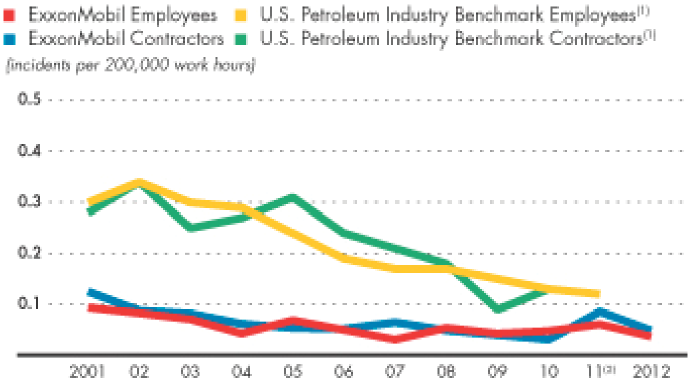
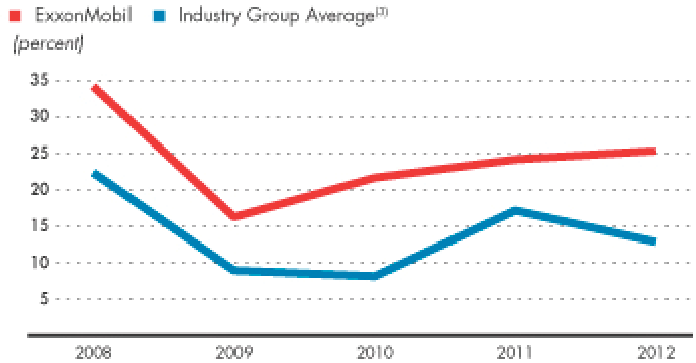
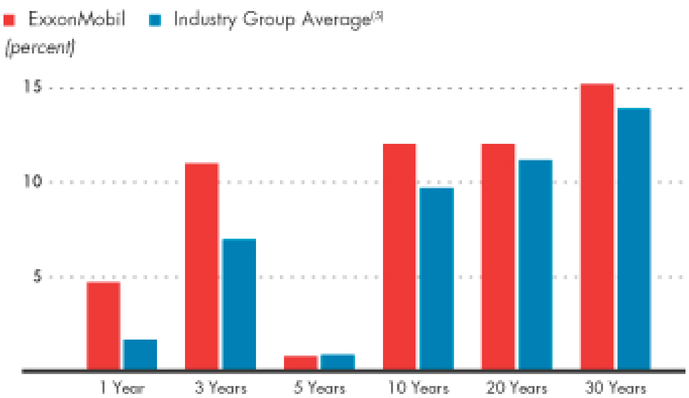
1 Lost-Time Injuries and Illnesses



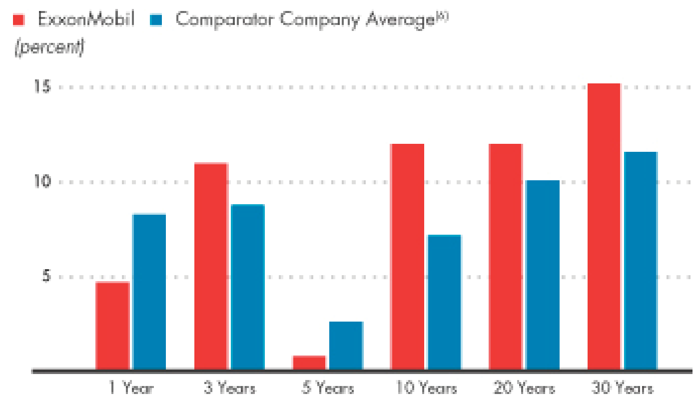
2 Return on Average Capital Employed



3 Industry Group Total Shareholder Returns(4)



4 Compensation Benchmark Companies Total Shareholder Returns(4)



An analysis of historical TSR shows that one- and three-year TSR bears little correlation to prospective long-term TSR performance. For a more detailed analysis of the relationship between short- and long-term TSR, refer to page 48.

As discussed on page 48, short-term TSR comparisons can be misleading, particularly when measured across different industries. For example, when oil and gas industry TSR performance is measured against the S&P 500 for the period from 2008 to 2012, the starting point of the performance measurement period significantly affects the results due to the historically high crude prices in the second half of 2007, which elevated year-end equity prices for the oil and gas industry far greater than the general market.

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(1) Employee and contractor safety data from participating American Petroleum Institute companies (2012 industry data not available at time of publication).
(2) XTO Energy Inc. data included beginning 2011.
(3) Royal Dutch Shell, BP, and Chevron values are on a consistent basis with ExxonMobil, based on public information. For definitions and additional information concerning the calculation of ROCE, see page 5 of the 2012 Financial Statements and Supplemental Information included with the 2013 Proxy Statement.
(4) TSR represents annualized returns assuming dividends are reinvested when paid.
(5) Royal Dutch Shell, BP, and Chevron values are on a consistent basis with ExxonMobil, based on public information.
(6) AT&T, Boeing, Chevron, Ford, General Electric, Hewlett-Packard, IBM, Johnson & Johnson, Pfizer, Procter & Gamble, United Technologies, and Verizon values are on a consistent basis with ExxonMobil, based on public information.

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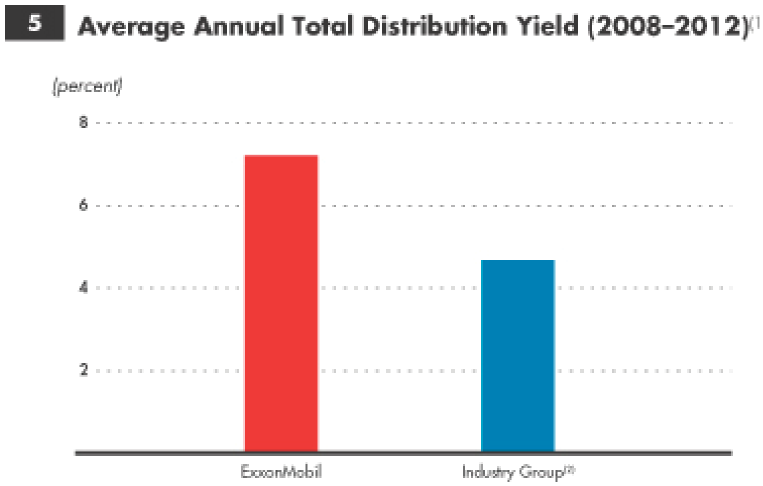
Chart 5: Annual Distribution Yield • This chart compares ExxonMobil to the industry group on the basis of combined dividend and share repurchase distribution yield. Over the most recent five-year period, ExxonMobil had an average yield of 7.2 percent, more than 50 percent higher than the industry group average of 4.7 percent. This metric further demonstrates the financial strength of ExxonMobil and its ability to provide industry-leading total distributions to shareholders.



CEO Compensation

A substantial portion of the compensation granted by the Compensation Committee to the CEO and reported in the Summary Compensation Table represents an incentive for future performance, not current cash compensation. The Summary Compensation Table is on page 49. This long-term incentive pay will not actually be received by the CEO for many years in the future and remains at risk of forfeiture.

Chart 6: CEO Reported Pay vs. Realized Pay • This chart demonstrates the long-term orientation of the compensation program by comparing the difference between the pay shown in the Summary Compensation Table and the actual pay realized by the CEO since his appointment in 2006.

Stock Options Granted 10 Years Prior

The column titled "Realized Pay" in Chart 6 includes the value realized from the exercise of stock options that were granted in 2001 and in prior years. Specifically, 39 percent of 2011 realized pay resulted from the exercise of the last options granted to the CEO, which would have expired if they had not been exercised in 2011; the execution of those options in 2011 reflects the impact of ExxonMobil stock appreciation since 2001. **ExxonMobil has not granted any stock options to the CEO or any other employee since 2001.**

(1) Dividends and share repurchases as a percentage of beginning-of-year 2008 market capitalization.
(2) Royal Dutch Shell, BP, and Chevron values are on a consistent basis with ExxonMobil, based on public information.

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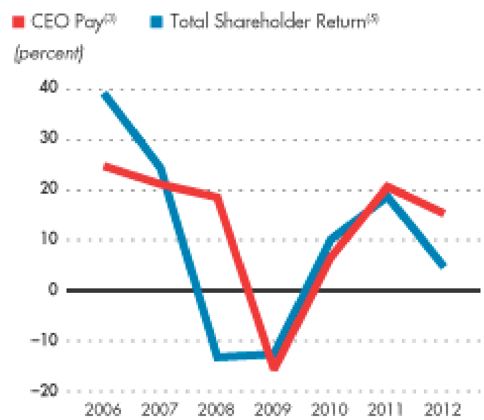
6 CEO Reported Pay vs. Realized Pay

Year of Compensation	Reported Pay[3]	Realized Pay[4]	Realized Pay vs. Reported Pay	Realized Pay as a Percentage of Reported Pay
2012	$ 40,266,501	$ 15,561,163	–$ 24,705,338	39%
2011	$ 34,920,506	$ 24,637,196	–$ 10,283,310	71%
2010	$ 28,952,558	$ 14,229,609	–$ 14,722,949	49%
2009	$ 27,168,317	$ 8,530,165	–$ 18,638,152	31%
2008	$ 32,211,079	$ 10,212,091	–$ 21,998,988	32%
2007	$ 27,172,280	$ 12,884,308	–$ 14,287,972	47%
2006	$ 22,440,807	$ 6,712,435	–$ 15,728,372	30%
			Average	43%

Alignment of CEO Reported Compensation

Chart 7: CEO Reported Pay vs. TSR • This chart illustrates how the percent change in reported pay has tracked ExxonMobil's total shareholder return (TSR) during the current CEO's tenure.

7 CEO Reported Pay vs. TSR



(3) Reported Pay is Total Compensation based on the current reporting rules for the Summary Compensation Table. Reported Pay for 2006–2008 includes the grant date value of restricted stock to put all years of compensation on the same basis (rather than the annual expense value that was reported in the Summary Compensation Table for each of these years).
(4) 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 restricted stock, and All Other Compensation amounts realized during the year. Excludes the value of new/unvested EBU and restricted stock grants, change in pension value, and other amounts that will not actually be received until a future date.
(5) TSR represents annualized returns assuming dividends are reinvested when paid.

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Annual Bonus Program

The annual bonus for the CEO increased 5 percent in 2012, compared to a 9-percent increase in corporate earnings to $45 billion. Since 2002, the annual bonus program for more than 1,600 executives worldwide, including the CEO, has been based on the annual percentage change in projected net income according to the following formula:

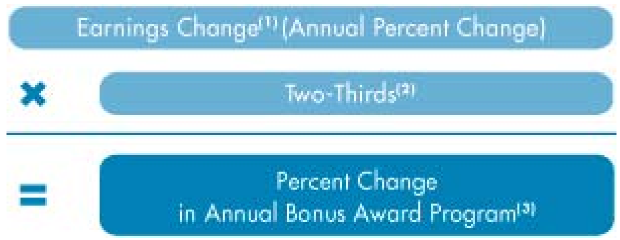
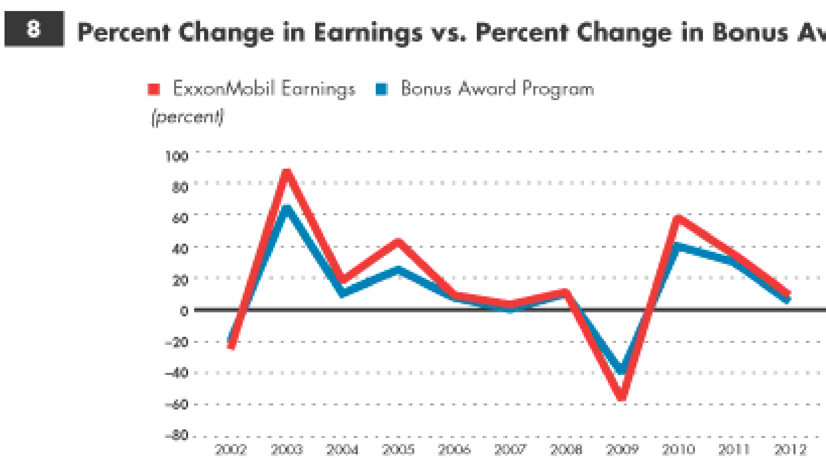


Chart 8: Percent Change in Earnings vs. Percent Change in Bonus Award Program • This chart shows the consistent application of the bonus formula in each of the last 11 years, including years in which earnings declined. We also benchmark the bonus program, along with all other compensation, to ensure alignment with the market, as described in more detail beginning on page 42.



The bonus award program provides for differentiated awards based on pay grade and individual performance assessment. For this reason, the annual change in an executive's bonus may not always track the percentage change in the bonus program.

In 2012, the CEO's bonus was aligned with the formula. The Compensation Committee assessed the CEO's performance as strong; the determination was heavily influenced by the financial and operating results and the progress on strategic priorities summarized beginning on page 27.

(1) Since bonuses are granted in late November of each year, the formula relies on a projection of calendar year earnings just prior to the grant.
(2) The purpose of the two-thirds adjustment is to mitigate the impact of commodity price swings on short-term earnings performance.
(3) The earnings projection for 2012 versus the projection for 2011 was +7 percent (7% x 2/3 = 5% change in annual bonus award program).

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Delayed Bonus Feature

Once the amount of the annual bonus is determined based on the formula described above, payout of **50 percent of the annual bonus amount is delayed** until ExxonMobil's cumulative earnings per share (EPS) reach a specified level ($6.25 for the 2012 grant versus $6.00 for 2011). The earnings-per-share threshold has been raised steadily over the years. For example, it was $3.00 per unit in 2001. This delayed bonus feature further aligns the interests of senior executives with sustainable growth in shareholder value.

Annual Bonus as a Percentage of Total Pay

The bonus is intentionally a small portion of the CEO's total compensation (about 12 percent in 2012) to reflect the Committee's continuing emphasis on long-term compensation. As a point of comparison, long-term, stock-based compensation represents 49 percent of the CEO's 2012 total compensation, and 72 percent of total compensation when the pension accrual is excluded.

Recoupment

The annual bonus is also subject to recoupment in the case of a material negative restatement of ExxonMobil's financial or operating results.

Summary of Three Performance Factors that Determine Annual Bonus

1. *Award program varies based on* ***annual earnings****, as described.*
2. *Award program differentiates bonus based on* ***individual performance assessment****.*
3. *Fifty percent of bonus is delayed until* ***cumulative earnings per share*** *reach a specified level.*

Restricted Stock Program

Risk Management and Investments

The compensation program recognizes the operating and investment risk inherent in the industry; long stock holding periods and risk of forfeiture encourage executives to focus on **sustainable** operations and results over the long term. This is a critical success factor given the scale, operational risk, and long lead times of ExxonMobil's investments.

To provide additional perspective on the scale of ExxonMobil's investments, our capital and exploration expenditures in 2012 were more than $39 billion, which exceeds the market capitalization of most U.S.-based oil and gas companies. Over the next five years, we expect to invest an additional $190 billion in the business.

This level of spend requires a disciplined, selective investment strategy and long-term focus. It also requires strong project execution and risk management. The restricted stock program reinforces these priorities.

Restricted Stock Grant

Half of the CEO's reported compensation is in restricted stock with vesting periods far longer than most companies across all industries. The 2012 restricted stock grant to the CEO was awarded at the same share level as the last four years, with the vesting provisions described below. The grant was based on a performance assessment of the CEO by the Compensation Committee. The performance assessment was heavily influenced by the financial and operating results and the progress on strategic priorities summarized beginning on page 27 and discussed in more detail beginning on page 43.

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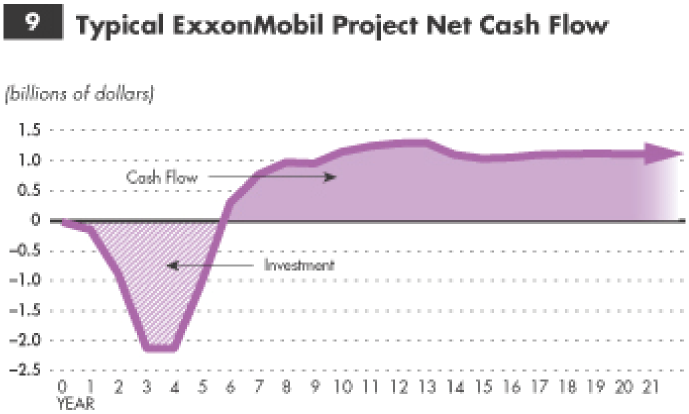

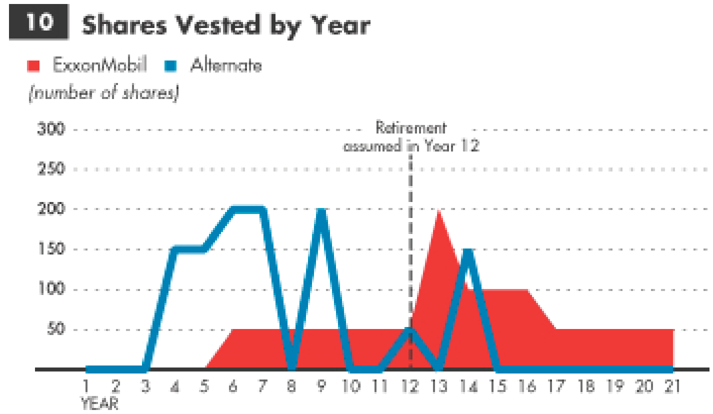

Linkage to the Business Model

Chart 9: Project Cash Flow • ExxonMobil's stock program is unique in how it effectively links executive pay to our business model and the interests of long-term shareholders. Our business model is characterized by significant capital intensity, operational risk, and very long investment lead times that can span multiple decades. As mentioned on page 33, ExxonMobil expects to invest $190 billion over the next five years. Chart 9 is an example of the annual investment required and the cash flow generated by a typical ExxonMobil project.

Long-Term Program Design

The stock program aligns with long investment lead times by granting restricted stock with 50 percent of the shares not vesting until five years after grant and the remaining 50 percent not vesting until 10 years after grant or retirement, **whichever is later.** This formula results in senior executives holding individual stock grants for well over 10 years in many cases. **For example, half of the shares granted to the CEO in 2002 will not vest until January 2018, or 15 years later.** Vesting is not accelerated for any reason other than death. The size of individual grants is based on a rigorous annual performance assessment of individual executives including an assessment of progress on strategic priorities, as outlined on page 28.

Comparison to Formula-Based Pay

Chart 10: Shares Vested by Year • Some shareholders have suggested that ExxonMobil consider using a formula-based measure of relative performance to increase the variability of our restricted stock award payouts, or vesting, based on three-year TSR versus the industry. While this approach may be appropriate for the business model of other companies, Chart 10 helps illustrate why the Compensation Committee does not believe such a formula-based plan would deliver the desired results for ExxonMobil's business model.

In Chart 10, the ExxonMobil case represents an annual grant of restricted stock vesting 50 percent in five years and 50 percent in 10 years or retirement, whichever is later, consistent with ExxonMobil's current program. The alternate case represents an annual grant of the same target number of shares vesting on the third anniversary of the grant date, according to a formula. Specifically, on each vesting date the percentage of target shares vesting would depend on ExxonMobil's relative three-year TSR rank versus our primary competitors – Royal Dutch Shell, BP, and Chevron. The following payout factors are applied to the initial grants based on the ranking outcome: Rank 1 = 200 percent; Rank 2 = 150 percent; Rank 3 = 50 percent; and Rank 4 = 0 percent.

Notwithstanding ExxonMobil's demonstrated record of superior performance versus peers over 10- and 20-year periods, for purposes of the alternate case we have assumed that the Company's relative TSR ranking over short periods of time will vary. In Chart 10, 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.

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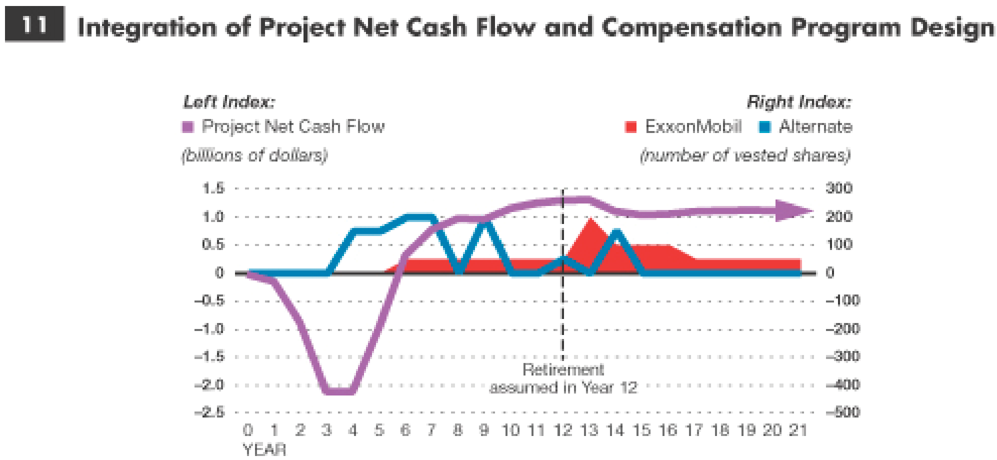

A key observation from Chart 10 is the potential for an alternate program with a short-term focus to result in unintended consequences, including:

- Rewarding short-term performance that bears little correlation to long-term sustainable growth in shareholder value (see page 48).
- Diminished focus on long-term operations integrity.
- Incentive to underinvest in the business to achieve short-term TSR results.
- Incentive to take excessive risks.

Integration of Project Net Cash Flow and Compensation Program Design

Chart 11: Integration of Project Net Cash Flow and Compensation Program Design • This chart combines Charts 9 and 10 to illustrate the relationship between the investment profile of a typical ExxonMobil project and the vesting profiles of the ExxonMobil stock program and the alternate method. Chart 11 illustrates how the ExxonMobil design of granting and vesting stock better aligns with the lead times and risks of our business. As shown, the high degree of variability of the alternate method (blue line) and earlier payout are misaligned with the investment profile of a typical ExxonMobil project and could result in an overemphasis on short-term business performance at the expense of sustainable risk management and long-term business results. Sustainable growth in shareholder value relies on strong alignment between the design of compensation and the ExxonMobil investment profile shown in Chart 11.

Better Alignment with Long-Term Shareholders

ExxonMobil's compensation strategy puts the value of an executive's compensation at risk in a way that is similar to the risk assumed by long-term shareholders, and it helps ensure that business decisions made by executives are consistent with the priorities of long-term shareholders and the business model. This compensation strategy also ensures that the majority of compensation granted over multiple years and the shareholding net worth of senior executives are linked to the performance of ExxonMobil stock and resulting shareholder value.

Hold *Through* Retirement and Risk of Forfeiture

As illustrated in Chart 9, management decisions on large, capital-intensive projects affect financial and operating results for decades into the future. **Thus, the holding periods and the risk of forfeiture of these stock-based awards extend beyond retirement.**

Under the ExxonMobil program, approximately 70 percent of a senior executive's cumulative shares granted over the illustrated time period will be unvested and at risk during employment, versus approximately 30 percent for the alternate case. After retirement, the ExxonMobil executive will continue to have shares unvested and at risk of forfeiture for 10 years.

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Scale and Scope of ExxonMobil and Compensation Impact

The Compensation Committee believes that performance should be the primary basis on which compensation decisions are made, particularly annual changes in compensation.

At the same time, the Committee believes that the compensation program should recognize that ExxonMobil's senior executives are responsible for managing a larger investment on behalf of shareholders relative to that of most other large, publicly traded companies. The geographic scope involves conducting business in more than 120 countries and territories.

Chart 12: Scale of ExxonMobil vs. Compensation Benchmark Companies • The table below puts into perspective the scale, scope, and complexity of ExxonMobil versus our compensation benchmark companies.

The Committee does not suggest that compensation should be directly proportional to the relative size of the Company. Rather, the Committee places the most emphasis on individual performance and business results. At the same time, the Committee takes into consideration the size and complexity of ExxonMobil as one of several factors in determining compensation levels.

12 Scale of ExxonMobil vs. Compensation Benchmark Companies(1)

($ in billions)	**Revenue(2)**	**Market Capitalization**	**Assets(3)**	**Net Income(4)**
Comparator Companies				
Median ($)	110	185	140	10.7
75th Percentile ($)	129	198	208	13.9
90th Percentile ($)	144	216	233	16.4
ExxonMobil ($)	**421**	**390**	**334**	**44.9**
ExxonMobil Rank (percentile)	100	100	100	100
ExxonMobil – Multiple of Median	**3.8x**	**2.1x**	**2.4x**	**4.2x**
To further illustrate the size and scale challenge, the following demonstrates the ratio of financial values managed for each dollar of compensation paid to the CEO of ExxonMobil relative to the CEOs of comparator companies:(5)				
ExxonMobil – Multiple of Median	**2.9x**	**1.6x**	**1.5x**	**3.2x**

(1) Comparator companies consist of: AT&T, Boeing, Chevron, Ford, General Electric, Hewlett-Packard, IBM, Johnson & Johnson, Pfizer, Procter & Gamble, United Technologies, and Verizon. These comparator companies have been selected based on their alignment with ExxonMobil's current business circumstances, as described in more detail beginning on page 42. Financial data estimated based on publicly available information. Market capitalization is as of December 31, 2012.
(2) Trailing twelve months (TTM); excludes excise taxes and other sales-based taxes, if applicable.
(3) Excludes General Electric due to lack of comparability resulting from how assets are quantified and reported for its financial business.
(4) Trailing twelve months (TTM).
(5) For consistency, CEO compensation is based on most recent one-year total compensation as disclosed in the Summary Compensation Table of the proxy statements filed as of January 1, 2013.

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Prior Say-on-Pay Vote and Shareholder Engagement

The Compensation Committee has carefully considered the results of the 2012 advisory vote on executive compensation, in which more than 77 percent of votes cast were FOR the compensation of the Named Executive Officers, as described in the 2012 Proxy Statement. The Committee also discussed ExxonMobil's executive compensation program with its independent consultant, as described in more detail beginning on page 12.

As described earlier in the Overview, the Committee considered shareholder feedback on executive compensation received through a wide-ranging dialogue between management and numerous shareholders, including ExxonMobil's largest shareholders, many of whom have held our stock for over a decade. This provided an excellent opportunity to discuss the alignment between pay and performance, including the Company's long-standing philosophy that executive compensation should be based on long-term performance.

From this dialogue with shareholders and the analysis outlined on pages 34–35, we concluded that a formula-based approach that relies heavily on one- or three-year total shareholder return could encourage inappropriate risk taking and have a lasting and negative impact on ExxonMobil's business by encouraging a focus on more immediate results at the expense of our long-term business model. In contrast, the compensation program described herein is designed to ensure that executives maintain an unwavering focus on the long-term performance of the business. We expect this ongoing focus will continue to generate strong operating and financial results for the benefit of our long-term shareholders.

The Committee respects all shareholder votes, both FOR and AGAINST our compensation program. The Committee is committed to continued engagement between shareholders and the Company to fully understand diverse viewpoints and discuss the important connections between ExxonMobil's compensation program, business strategy, and long-term financial and operating performance.

Key Elements of the Compensation Program

Career Orientation

- It takes a long period of time and significant investment to develop the experienced executive talent necessary to effectively lead a company with the scale and technical complexity of ExxonMobil. Senior executives must have experience with all phases of the business cycle to be effective leaders. For this reason, it is our objective to **attract and retain for a career** the best talent available.
- Career orientation among a dedicated and highly skilled workforce, combined with the highest performance standards, contribute to the Company's leadership and integrity in the industry and serve the interests of shareholders in the long term.
- Career orientation requires compensation programs that promote retention by delaying and placing at risk of forfeiture the majority of annual compensation.
- This principle of career orientation is coupled with a strong belief that executive talent should be developed and promoted from within. Development of talent from within avoids the need for employment contracts, severance agreements, or change-in-control arrangements typically needed to recruit executives from other companies.
- The long Company service of high-performing executive officers reflects this strategy at all levels of the organization.
  - The Named Executive Officers (NEOs) have career service ranging from 32 to more than 37 years.
  - The other executive officers of the Corporation have on average more than 30 years of career service.
  - Each of the executive officers has been carefully evaluated and selected through rigorous performance assessment and succession planning processes over a long career. In their current assignments, they remain subject to a challenging annual performance assessment in which they must continue to meet the highest standards or be reassigned or separated from the Company.

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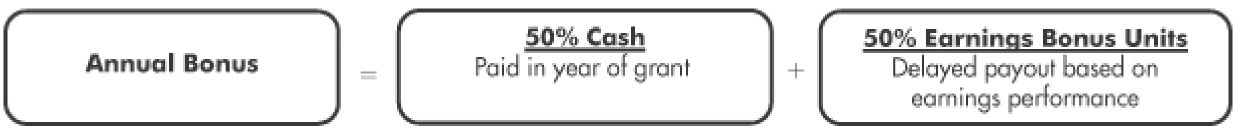
Salary

- Salaries provide executives with a base level of income.
- The level of annual salary is based on the executive's individual performance, experience, and level of responsibility.
- Salary decisions directly affect the level of retirement benefits since salary is included in retirement benefit formulas. Annual performance assessments and benchmarking determine the percentage change in salary in any given year. Thus, the level of retirement benefits is influenced by individual performance.

Bonus

- The annual bonus program is determined based on the annual percentage change in projected net income (earnings) of the Company as described on page 32.
- The annual bonus program is highly variable depending on annual earnings.
- The size of individual bonus awards is differentiated among eligible executives based on pay grades and individual performance, a method that applies to more than a thousand executives.
- After the size of individual bonus awards is determined, the award is generally delivered as shown below. Fifty percent of the annual bonus is delayed until a specified cumulative earnings-per-share trigger is achieved. This delay feature represents an additional performance factor, as described on page 33.



- Earnings Bonus Units are cash awards that are tied to future cumulative earnings per share. Earnings Bonus Units pay out when a specified level of cumulative earnings per share is achieved or within three years at a reduced level. This delayed payout feature further aligns the interests of senior executives with sustainable long-term growth in shareholder value.
  – **For bonus awards granted in 2012, the cumulative earnings per share, or trigger, required for payout of the delayed portion was $6.25 per unit versus $6.00 per unit in 2011.** This earnings-per-share trigger has been increased steadily over the years. For example, it was $3.00 per unit in 2001.
  – If cumulative earnings per share do not reach the level required for payout within three years, the delayed portion of the bonus is reduced to an amount equal to the number of units times the actual cumulative earnings per share over the three-year period.
  – The intent of the earnings-per-share trigger is to tie the timing of the bonus payment to the rate of the Corporation's future earnings and not to decrease the amount of the payment, although the award is at risk of forfeiture as described below. Thus, the trigger is set intentionally at a level that is expected to be achieved within the three-year period. However, as previously noted, the amount of the payment is reduced if the specified cumulative earnings per share is not achieved.
  – Prior to payment, the delayed portion of a bonus may be forfeited if the executive leaves the Company before the standard retirement age, or engages in activity that is detrimental to the Company.
  – Cash and Earnings Bonus Unit payments are subject to ***recoupment*** in the event of material negative restatement of the Corporation's reported financial or operating results. Even though a restatement is unlikely given ExxonMobil's high ethical standards and strict compliance with accounting and other regulations applicable to public companies, a recoupment policy was approved by the Board of Directors to reinforce the well-understood philosophy that incentive awards are at risk of forfeiture and that how we achieve results is as important as the actual results.
- The Compensation Committee established a ceiling for the 2012 bonus program of $266 million versus $259 million in 2011. The size of the bonus program compared to 2012 corporate earnings of $45 billion is 0.6 percent of earnings. The annual bonus awards reflect the combined value at grant of cash and Earnings Bonus Units.

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Stock

- Stock-based compensation accounts for a substantial portion of annual total compensation to align the personal financial interests of executives with the long-term interests of shareholders and encourage a long-term perspective.
- The objective is to grant 50 to 70 percent of a senior executive's annual total compensation in the form of restricted stock as measured by grant date fair market value and described beginning on page 45. (Total compensation for this purpose excludes the value of the annual pension accrual.)
- The Compensation Committee makes grant decisions on a share-denominated basis rather than a price basis. The Committee does not support a practice of offsetting the loss or gain of prior restricted stock grants by the value of current year grants. This practice would minimize the risk/reward profile of stock-based awards and undermine the long-term view that executives are expected to adopt.
- The Corporation also compares the total value of restricted stock grants against the combined value of all forms of long-term awards by comparator companies through an annual benchmarking process (see pages 42–43).

Vesting and Restriction Periods

- It is ExxonMobil's policy that executives hold significant amounts of stock granted under our incentive program for multiple years after retirement. To implement this policy, the following vesting provisions are in place for the most-senior executives:
  - 50 percent of each grant is unvested for five years; and
  - The balance is unvested for 10 years or until retirement, whichever is later.
- As a result of these vesting provisions for the most-senior executives, more than half of the total amount of restricted stock may not be sold or transferred until after the executive retires and the stock awards have reached the 10-year holding requirement.
- For example, 50 percent of the last stock grant received by a senior executive in the year preceding retirement will not vest for 10 years following the grant even though the executive is retired throughout most of that 10-year period.
- The restricted period for stock awards is not subject to acceleration, except in the case of death.

Rationale

- Given the long-term orientation of ExxonMobil's business, granting equity in the form of restricted stock with long vesting provisions keeps executives focused on the fundamental premise that decisions made currently affect the performance of the Corporation and its stock many years into the future.
- The long restricted stock vesting periods support a long-term risk/reward profile that aligns with underlying business fundamentals and discourages inappropriate risk taking. These long vesting periods hold executives accountable for many years into the future, even into retirement, for investment and operating decisions that are made today.
- The long restriction periods reinforce the Company's focus on growing shareholder value over the long term by subjecting a large percentage of executive compensation and net worth in shareholdings to the long-term return on ExxonMobil stock realized by shareholders.
- Restricted stock removes employee discretion on the sale of Company-granted stock holdings and reinforces the retention objectives of the compensation program.

Forfeiture Risk and Hedging Policy

- Restricted stock is subject to forfeiture if an executive:
  - Leaves the Company before standard retirement time (defined as age 65 for U.S. employees). In the event of early retirement prior to the age of 65 (i.e., age 55 to 64), the Compensation Committee must approve the retention of awards by an executive officer.

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- – Engages in activity that is detrimental to the Company, even if such activity occurs or is discovered after retirement.
- Company policy prohibits all active employees, including executives, from entering into put or call options on ExxonMobil common stock or futures contracts on oil or gas.

Share Utilization

- The Compensation Committee establishes a ceiling each year for annual stock awards. The overall number of shares granted in the restricted stock program in 2012 represents dilution of 0.2 percent, which is well below the average of the other large U.S.-based companies benchmarked for compensation and incentive program purposes based on historical grant patterns.
- The Company has a long-established practice of purchasing shares in the marketplace to eliminate the dilutive effect of stock-based incentive awards.

Prior Stock Programs

- All stock-based awards granted since 2003 are granted under the Corporation's 2003 Incentive Program. All stock-based awards granted prior to 2003 that remain outstanding were granted under the Corporation's 1993 Incentive Program. No further grants can be made under the 1993 Incentive Program.
- Prior to 2002, ExxonMobil granted Career Shares to the Company's most-senior executives.
  - – Career Shares vest the year following an executive's retirement and are subject to forfeiture on substantially the same terms as current grants of restricted stock. The long vesting period further aligns the personal financial interests of executives with the long-term interests of shareholders, and helps ExxonMobil retain senior executives for the duration of their careers.
  - – The Corporation ceased granting Career Shares in 2002 when the Corporation began granting restricted stock to the broader executive population in lieu of stock options.
  - – Restricted stock and long mandatory holding periods achieve the same objectives as Career Shares, but also achieve even longer-term holding periods following retirement. Therefore, it is unnecessary to grant both Career Shares and the current form of restricted stock.
  - – Career Shares could be granted again in the future under the Corporation's 2003 Incentive Program, but there are no current plans to make such grants.

Stock Ownership

- The table below shows stock ownership as a multiple of salary and the percentage of shares that are still subject to restrictions for the Named Executive Officers as of year-end 2012. The average for all other U.S.-dollar-paid executive officers as of year-end 2012 is also provided. Valuation for this purpose is based on the Company's year-end 2012 stock price. These levels of stock ownership ensure executive officers have a significant stake in the sustainable long-term success of the Corporation.

Name	Dollar Value of Stock Ownership as a Multiple of Salary	Percent of Shares Restricted
R.W. Tillerson	66	81%
D.D. Humphreys	58	91%
M.W. Albers	49	84%
M.J. Dolan	49	86%
A.P. Swiger	48	70%
All Other U.S.-Dollar-Paid Executive Officers (average)	35	79%

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Retirement Plans

The Corporation maintains retirement and other employee benefit plans to attract and retain the best talent. The retirement plans include defined contribution plans, which are attractive to new hires, since they can immediately begin building an account balance; and defined benefit plans, which are particularly valuable in retaining mid- and late-career employees.

Common Programs

- Senior executives participate in the same tax-qualified pension and savings plans as other U.S. employees. Senior executives also participate in the same nonqualified defined benefit and defined contribution plans as other U.S. executives.
- A key principle on which the pension and savings programs are based is commonality of design for all employees, except where the American Jobs Creation Act of 2004 requires delayed timing of nonqualified plan distributions for higher-level executives. The same principle of commonality applies to the Company health care benefits (see page 58).

Pension Plans

- Pension plans provide a strong incentive for employees to stay until retirement age, consistent with the long-term nature of the Company's business and its objective of promoting long-term career employment.
- Because pension benefits use final average pay applied to all years of service, the increase in pension values is greatest late in an employee's career when compensation tends to be highest. This enhances the retention feature of the plans with respect to high performers whose compensation increases as their job responsibilities expand.
- The value of the pension plans is combined with other key elements of compensation — salary, bonus, and long-term stock awards — to achieve total compensation that is competitive with other companies of similar scope and complexity. Pay for the purpose of pension calculations includes base salary and bonus, but does not include stock-based compensation.
- The tax-qualified and nonqualified pension plans, described in more detail beginning on page 55, provide an annual benefit of 1.6 percent of final average pay per year of service, with an offset for Social Security benefits.
- Bonus includes the amounts that are paid at grant and the amounts delayed by the Company, as described on page 38.
- The portion of annual bonus subject to delayed payment is expected to pay out (subject to forfeiture provisions), and, therefore, is properly included for pension purposes as being earned in the year of grant rather than the year of payment, as described on page 56.
- Pension benefits are paid upon retirement as follows:
  - Qualified pension plan benefits are payable, at the election of the employee, in a lump sum or in one of various forms of annuity payments.
  - Nonqualified pension plan benefits are paid in the form of an equivalent lump sum six months after retirement.

Qualified Savings Plan

- The qualified savings plan described on page 51 permits employees to make pre- or post-tax contributions and receive a Company-matching contribution of 7 percent of eligible salary, subject to Internal Revenue Code ("Code") limits on the amount of pay taken into account and the total amount of contributions.
- To receive the Company-matching contribution, employees must contribute a minimum of 6 percent of salary.
- Qualified benefits are payable in a single lump sum or in partial withdrawals at any time after retirement.
- The Code generally requires distributions to commence after a retired employee has attained age 70-1/2.

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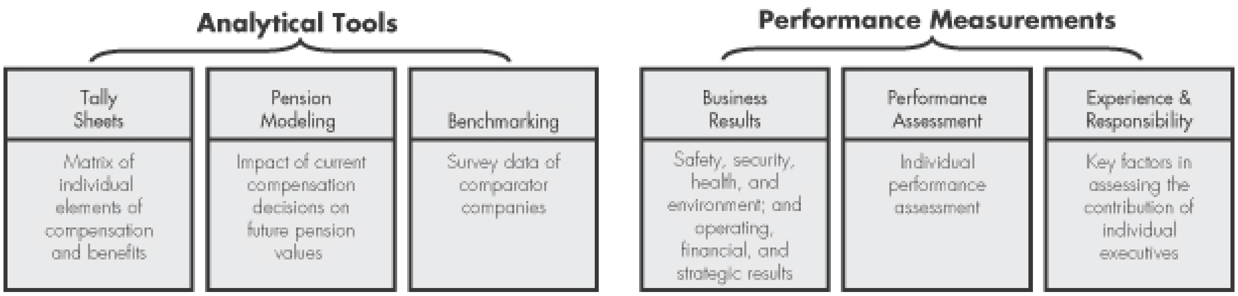
Nonqualified Savings Plan

- The nonqualified savings plan described on pages 51 and 58 does not permit employee contributions, but provides 7 percent of eligible pay to restore matching contributions that could not be made to the qualified plan due to Code limits.
- The nonqualified savings plan balance is paid in a single lump sum six months after retirement.

Compensation Committee Decisions

The Committee sets the compensation for the Named Executive Officers and certain other senior executives. The following describes the basis on which the Committee made decisions in 2012.



Analytical Tools

Tally Sheets

- A tally sheet is a matrix used by the Compensation Committee that shows the individual elements of compensation and benefits, including retirement, for each Named Executive Officer. The total of all compensation and benefit plan elements is included to reflect the full employment costs for each Named Executive Officer.
- Tally sheets were used for the following principal purposes:
  - To understand how decisions on each individual element of compensation affect total compensation for each senior executive;
  - To gauge total compensation for each senior executive against publicly available data for similar positions at comparator companies; and
  - To confirm that stock-based compensation represents a substantial portion of each senior executive's total compensation.

Pension Modeling

- A pension-modeling tool was used to determine how current compensation decisions would affect pension values of the CEO upon retirement.

Benchmarking

- Compensation is benchmarked annually. The primary benchmark for the Named Executive Officers is a select group of large companies across industries.
- Comparator Companies
  - The following criteria are used to select comparator companies:
    - U.S. companies;
    - International operations;
    - Large scope and complexity;

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    - Capital intensive; and
    - Proven sustainability/permanence.
- The 12 companies benchmarked are listed below and are the same companies as noted in the 2012 Proxy Statement, except that ConocoPhillips was replaced by Ford Motor Company. ConocoPhillips was removed as a result of their upstream and downstream operations being split into separate companies in 2012, reducing the company's size, complexity, and scope. The benchmark companies align with ExxonMobil's current business circumstances and the above selection criteria. However, even with this comparator group, differences in size, scope, and complexity versus ExxonMobil can be significant as illustrated in the Overview.

AT&T	Ford Motor Company	IBM	Procter & Gamble
Boeing	General Electric	Johnson & Johnson	United Technologies
Chevron	Hewlett-Packard	Pfizer	Verizon

- In the United States, only Chevron has the size, complexity, and geographic scope in the oil and gas business to provide a reasonable comparison. Other smaller oil companies in the United States do not have the international scale or functional integration to allow meaningful comparisons.

- Principles
  - Consistent with the Compensation Committee's practice of using well-informed judgment to determine overall executive compensation, the Committee does not target any particular percentile among comparator companies at which to align compensation.
  - When the Committee cross-checks compensation levels against comparator companies, the focus is on a broader and more flexible orientation, generally a range around the median of comparator company compensation, which provides the ability to:
    - Differentiate compensation based on experience and performance levels among executives;
    - Minimize the potential for automatic ratcheting-up of compensation that could occur with an inflexible and narrow target among benchmarked companies;
    - Manage salaries based on a career orientation; and
    - Better respond to changing business conditions.
  - These benchmarking principles apply to salaries and the annual incentive program that includes bonus awards and stock grants.
  - For the purpose of its analysis, the Compensation Committee does not adjust for differences in the types or nature of businesses among the comparator companies. Consideration is given, however, to the differences in size, scope, and complexity between ExxonMobil and the comparator companies. This is one of several judgmental factors the Committee considers, and is not based on a formula.
  - The Compensation Committee uses an independent consultant to assist in this analysis as discussed in the Corporate Governance section on page 12.

Performance Measurements

The Committee reviewed the business results and individual contributions by the Named Executive Officers and determined that the Company's performance versus the industry and individual performance for each of the Named Executive Officers continues to be very strong. Decisions made by the Compensation Committee in 2012 were based on the Company's business results and strategic priorities, as well as individual performance, experience, and level of responsibility as described below.

Business Results Considered

The basis for the salary and incentive award decisions made by the Committee in 2012 include the safety, financial, and operating performance measurements and strategic business results discussed in the Overview

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beginning on page 27, as well as the Company's continued maintenance of sound business controls and a strong corporate governance environment. The Committee considered the results in aggregate and over multiple years in recognition of the long-term nature of our business.

Performance Assessment Process

- The business results form the context in which the Committee assesses the individual performance of each senior executive, taking into account experience and level of responsibility.
- During the annual executive development review with the Board of Directors in October of each year, the CEO reviews the performance of all officers in achieving results in line with the long-term business performance as described on pages 27-30.
- The same long-term business results are key elements in the assessment of the CEO's performance by the Compensation Committee.
- The performance of all officers is also assessed by the Board of Directors throughout the year. This occurs during specific business reviews and Board Committee meetings that provide reports on strategy development; operating and financial results; safety, security, health, and environmental results; business controls; and other areas pertinent to the general performance of the Company.
- The Committee does not use quantitative targets or formulas to assess executive performance. The Compensation Committee does not assign weights to the factors considered. Formula-based performance assessments typically require emphasis on two or three business metrics. For the Company to be an industry leader and effectively manage the technical complexity and global scope of ExxonMobil, the most-senior executives must advance multiple strategies and objectives in parallel, versus emphasizing one or two at the expense of others that require equal attention.
- An executive's performance must be high in all key performance areas for the executive to receive an overall superior evaluation. Outstanding performance in one area will not cancel out poor performance in another. For example:
  - A problem in safety, security, health, or environmental performance in a business unit for which the executive is responsible could result in an executive's incentive award being reduced even though the executive's performance against financial and other criteria was superior.
  - A violation of the Company's code of business conduct could result in elimination of an executive's incentive award for the year, as well as termination of employment and/or cancellation of all previously granted awards that have not yet vested or been paid.
- The Management Committee and all other executive officers are expected to perform at the highest level or they are replaced. If it is determined that another executive is ready and would make a stronger contribution than one of the current executive officers, a succession plan is implemented and the incumbent is reassigned or separated from the Company.
- The fact that executives ***do not have employment contracts, severance agreements, or change-in-control arrangements*** eliminates any real or perceived "safety net" with respect to job security. This increases the risk and consequences to the individual of performance that does not meet the highest standards.

Individual Experience and Responsibility

Experience and assigned responsibilities are factors in assessing the contribution of individual executives. The current responsibilities, tenure in the current job, and recent past experience of each Named Executive Officer are described below.

- Mr. Tillerson was a Senior Vice President before becoming President and a member of the Board in 2004 and Chairman of the Board and CEO in 2006. More information regarding his career history is on page 21.
- Mr. Humphreys was Vice President and Controller, and then Vice President and Treasurer before becoming Senior Vice President and Treasurer in 2006. The role of Treasurer was transferred to a new position reporting

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to Mr. Humphreys in 2011. In connection with Mr. Humphreys' scheduled retirement, he resigned as an officer of the Company effective December 31, 2012.

- Mr. Albers was President of ExxonMobil Development Company before becoming Senior Vice President in 2007.
- Mr. Dolan was President of ExxonMobil Chemical Company before becoming Senior Vice President in 2008.
- Mr. Swiger was President of ExxonMobil Gas & Power Marketing Company before becoming Senior Vice President in 2009. Mr. Swiger became ExxonMobil's Principal Financial Officer effective January 1, 2013.

As discussed on page 37, the career service for Named Executive Officers ranges from 32 to more than 37 years.

Pay Awarded to Named Executive Officers

- Within the context of the compensation program structure and performance assessment processes described above, the Compensation Committee aligned the value of 2012 incentive awards and 2013 salary adjustments with:
  - Performance of the Company, including the business results outlined beginning on page 27;
  - Individual performance; and
  - Annual compensation of comparator companies.
- The Committee's decisions reflect its judgment taking all factors into consideration. The Committee approved the individual elements of compensation and the total compensation as shown in the tables beginning on page 49.
- In exercising its judgment to determine the specific amount of bonus and stock awards granted to each Named Executive Officer, the Committee considered all of the performance factors discussed under Performance Measurements beginning on page 43.

<u>CEO</u>

- The higher level of compensation for Mr. Tillerson as CEO versus the other Named Executive Officers reflects his greater level of responsibility, including the ultimate responsibility for the performance of the Corporation and oversight of the other senior executives.
- The significant achievements regarding the long-term strategic results outlined on pages 27–30 were a major factor in the compensation approved by the Compensation Committee for Mr. Tillerson.

<u>Other Named Executive Officers</u>

- The higher level of compensation for Mr. Humphreys versus the other Named Executive Officers reflects his level of responsibility as Senior Vice President and experience as a member of the Management Committee. Mr. Humphreys reported to the CEO.

<u>Compensation Allocation</u>

- To achieve alignment with the interests of shareholders, the objective is that 50 to 70 percent of annual total compensation be in the form of stock with long holding periods as described on page 39. For the CEO, stock represents 72 percent of total compensation when the pension accrual is excluded from total compensation and 49 percent when it is included. Over half of the pension accrual in 2012 is influenced by historically low interest rates. The value of the pension accrual upon retirement could change substantially based on a range of factors (see page 50).
- To further tie compensation to the performance of the business, the objective is to have 10 to 20 percent of annual total compensation in the form of variable annual bonus awards, which are described beginning on page 38.
- Salary represents less than 10 percent of annual total compensation, with pension accruals and other forms of compensation comprising the remainder.

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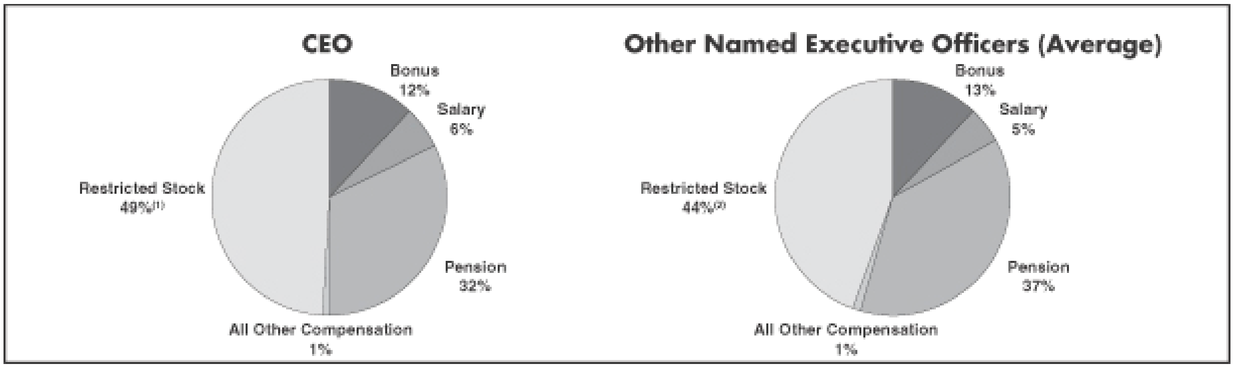
- Whether an executive's total compensation is near, substantially below, or substantially above the comparator group median is a qualitative factor the Compensation Committee considers along with experience, level of responsibility, and performance (see page 43).
- The allocation of compensation in 2012 for the CEO and the average for the other Named Executive Officers is illustrated in the chart below.



(1) 72 percent excluding pension accrual
(2) 70 percent excluding pension accrual

Salary

- The changes in salary for the Named Executive Officers from the prior year, as shown in the Summary Compensation Table, primarily reflect alignment with the market for the base salary program for all U.S. executives, taking into account increased individual experience and level of responsibility.

Bonus

- Annual bonuses (consisting of cash plus the full value of Earnings Bonus Units awards) were increased approximately 5 percent for Messrs. Tillerson and Humphreys and approximately 13 to 14 percent for Messrs. Albers, Dolan, and Swiger due to an increase in their pay grade.
- While the Committee considered all the factors referenced in this CD&A in determining specific bonus awards, the 9-percent increase in Company earnings in 2012 was the primary factor resulting in the increase of award amounts from 2011. The formula for determining the annual bonus program is described on page 32.
- The relatively greater increases in the bonuses for Messrs. Albers, Dolan, and Swiger compared to the other Named Executive Officers reflect their transition to higher pay grades, which takes into consideration the competitive orientation and internal alignment of their overall compensation levels. Promotions can include movement to a higher pay grade within the same position consistent with our strategy to advance high-performing employees over a career and ensure competitive alignment.

Restricted Stock

- The number of shares granted as restricted stock in 2012 was the same as the 2011 grant for Messrs. Tillerson and Humphreys. The grant level was increased for Messrs. Albers, Dolan, and Swiger.
- While the Committee considered all the factors referenced in this CD&A in determining stock awards, the increase in the number of shares granted to Messrs. Albers, Dolan, and Swiger from 2011 primarily reflects their transition to higher pay grades and internal alignment as previously noted.
- The grant date fair value of each restricted share was 9.7 percent higher in 2012, in line with the higher stock price on the 2012 grant date compared to 2011.

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Pension

- This category comprises the change in pension value as shown in the Summary Compensation Table. The lower lump sum interest rate for 2012 (2.5 percent) versus 2011 (3.5 percent) is a primary factor contributing to the higher pension accruals shown in the Summary Compensation Table. These values are estimates. The actual value of the pension will be determined at the time each individual retires from the Company. A breakdown of the factors that determined the change in the pension value for Mr. Tillerson in 2012 is in the narrative to the Summary Compensation Table.

All Other Compensation

- This category comprises all other compensation as shown in the Summary Compensation Table.

Award Timing

- The Compensation Committee grants incentive awards to the Company’s senior executives at its regular November meeting, which is held either the day of or the day before the regularly scheduled November Board of Directors meeting.
  - The Board of Directors meeting is scheduled more than a year in advance and is held on the last Wednesday of the month (or on Tuesday if the last Wednesday immediately precedes Thanksgiving).
  - This firm timing of award grants is reinforced through a decision-making process in which the Corporation does not grant awards by written consent.
- A committee comprising ExxonMobil’s Chairman and Senior Vice Presidents grants incentive awards to other eligible managerial, professional, and technical employees, within the parameters of the bonus and equity award ceilings approved by the Compensation Committee. This includes employees below the level of Business Line Presidents and Staff Function Vice Presidents. The schedule of the November meeting of the Compensation Committee as described above determines when this committee meets to approve the annual incentive grants for employees under its purview.
- The Company has not granted stock options since 2001.

Tax Matters

- U.S. income tax law limits the amount ExxonMobil can deduct for compensation paid to the CEO and the other three most highly paid executives other than the Principal Financial Officer (PFO). Performance-based compensation that meets Internal Revenue Service requirements is not subject to this limit.
  - The short term awards and restricted stock grants described above are intended to meet these requirements so that ExxonMobil can deduct the related expenses. Under the material terms of performance goals previously approved by shareholders, the Corporation must achieve positive net income (earnings) in order to make any incentive awards to the covered executives. If positive earnings are achieved, individual awards to these executives are subject to a maximum cap of 0.2 percent of earnings in the case of short term awards, and 0.5 percent of earnings in the case of long term awards. Restricted stock awards to the covered executives for purposes of Section 162(m) of the Internal Revenue Code are made only under the “performance stock” provisions of the 2003 Incentive Program, which include the shareholder-approved goal and cap. The Compensation Committee has no authority to amend or change the shareholder-approved goals.
    - These terms have been established to meet tax regulations and do not represent the actual operational goals we expect our senior executives to achieve. Actual award levels are determined based on a subjective consideration of all the factors previously discussed in this report and are less than the shareholder-approved terms would permit.
  - Salaries for senior executives may be set at levels that exceed the U.S. income tax law limitation on deductibility. The primary drivers for determining the amount and form of executive compensation are the retention and motivation of superior executive talent rather than the Internal Revenue Code.

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- In 2005, the Compensation Committee eliminated the ability of executives to defer payment of incentive awards. Executives may not defer any element of compensation prior to retirement.
- Tax assistance is not provided by the Company for either the short term or long term incentive awards discussed above.
- The Company has designed all nonqualified pension and other benefits in a manner intended to avoid tax penalties that potentially could be imposed on the recipients of such amounts by Section 409A of the Code. This is achieved by setting the form and timing of distributions to eliminate executive and Company discretion.
- The above discussion of tax consequences is based on the Company's interpretation of current tax laws.

Relative Total Shareholder Return (TSR) Correlation Analysis

- Some compensation models advocate the use of short-term TSR as a basis to measure business performance. However, short-term TSR is generally not a good predictor of sustainable growth in shareholder value over the long term.
- To better explain this lack of correlation as it applies to ExxonMobil, the table below illustrates how one- and three-year TSR correlates to long-term TSR over the last 45 years (1968–2012). Specifically, for the last 45-year period, we measured the correlation between the relative one- and three-year TSRs respectively (determined on a calendar-year basis) as they relate to the relative TSRs of the subsequent 10-year periods, comparing ExxonMobil's performance versus the S&P 500 index. We completed a similar analysis of ExxonMobil relative to our industry group over a 31-year period.
- As shown in the table below, the relative TSR performance of ExxonMobil versus the S&P 500 over the previous one- and three-year periods predicts less than 5 percent and less than 14 percent, respectively, of the following 10-year relative TSRs. In the same analysis using our industry group, the corresponding outcomes were less than 1 percent and less than 14 percent, respectively.

	Correlation to Relative 10-Year TSR	
	ExxonMobil vs. S&P 500	**ExxonMobil vs. Industry Group(1)**
1-year TSR	less than 5%	less than 1%
3-year TSR	less than 14%	less than 14%

(1) Royal Dutch Shell, BP, and Chevron.

- These analyses show that there is a very low correlation between short-term relative TSR and long-term relative stock performance. This underscores the importance of ExxonMobil maintaining a compensation program that supports the long-term orientation of the business model. We believe ExxonMobil's compensation design, with its strong performance basis and long-term orientation, will produce superior results for shareholders over time.

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EXECUTIVE COMPENSATION TABLES

Summary Compensation Table for 2012

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compen-sation ($)	Change in Pension Value and Nonqualified Deferred Compen-sation Earnings ($)	All Other Compen-sation ($)	Total ($)
R.W. Tillerson	2012	2,567,000	4,587,000	19,627,875	0	0	13,037,201	447,425	40,266,501
Chairman and CEO	2011	2,387,000	4,368,000	17,890,875	0	0	9,755,401	519,230	34,920,506
	2010	2,207,000	3,360,000	15,465,375	0	0	7,476,262	443,921	28,952,558
D.D. Humphreys	2012	1,255,000	3,144,000	10,817,140	0	0	6,427,251	156,354	21,799,745
PFO; Senior Vice President	2011	1,170,000	2,994,000	9,859,860	0	0	4,327,208	134,992	18,486,060
(through 12/31/2012)	2010	1,085,000	2,144,000	7,904,525	0	0	2,305,873	124,445	13,563,843
M.W. Albers	2012	1,020,000	2,345,000	7,920,938	0	0	6,975,372	123,905	18,385,215
Senior Vice President	2011	942,500	2,070,000	6,679,260	0	0	3,837,964	106,937	13,636,661
M.J. Dolan	2012	1,077,500	2,527,000	8,601,371	0	0	7,738,975	118,041	20,062,887
Senior Vice President	2011	991,250	2,232,000	7,219,962	0	0	4,657,416	106,369	15,206,997
	2010	920,000	1,592,000	5,773,740	0	0	3,173,100	98,597	11,557,437
A.P. Swiger	2012	962,500	2,174,000	7,327,740	0	0	7,281,545	102,616	17,848,401
Senior Vice President; PFO									
(effective 1/1/2013)									

Employment Arrangements

ExxonMobil's Compensation Committee believes senior executives should be "at-will" employees of the Corporation. Accordingly, the CEO and other executive officers, including the other officers named in these tables, ***do not have employment contracts, severance agreements, or change-in-control arrangements*** with the Company.

Salary

- Effective January 1, 2013, Mr. Tillerson's annual salary increased to $2,717,000. Effective April 1, 2013, the annual salary was increased for Mr. Albers to $1,110,000; Mr. Dolan to $1,200,000; and Mr. Swiger to $1,075,000.
- The 2012 and 2013 salary increases reflect adjustments to the competitive position of the base salary program for U.S. executives, taking into account individual experience and level of responsibility.
- Salary (together with other compensation related to fringe benefits or perquisites) is not deductible by the Corporation to the extent that it exceeds $1 million for any Named Executive Officer (other than the PFO).

Bonus

- As described in more detail in the CD&A, the 2012 bonus shown was paid one-half in cash at the time of grant. The Company delays payment of the balance until cumulative earnings reach $6.25 per share.
- Delayed bonus amounts do not earn interest.
- The bonus and the stock awards described below are intended to meet the requirements of Section 162(m) of the Internal Revenue Code. See Tax Matters on page 47.

Stock Awards

- In accordance with disclosure regulations, the valuation of "Stock Awards" in this table represents the grant date fair value, which is equal to the number of shares awarded times the grant price, which is deemed to be the average of the high and low sale prices on the NYSE on the grant date ($87.24 on November 28, 2012; $79.52 on November 30, 2011; and, $68.74 on November 23, 2010).

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- See the narrative accompanying the Grants of Plan-Based Awards table for information regarding the terms of restricted stock.
- Dividends on stock awards are not shown in the table because those amounts are reflected in the grant date fair value.

Change in Pension Value and Nonqualified Deferred Compensation Earnings

The amounts shown in this column in the Summary Compensation Table represent the change in pension value. Earnings on nonqualified deferred compensation (supplemental savings plan) are no longer required to be included because, as of January 1, 2008, interest is limited to 120 percent of the long-term Applicable Federal Rate.

Pension Value

- The change in pension value shown in the table for 2012 is the increase between year-end 2011 and year-end 2012 in the present value of each executive's pension benefits under the plans described in more detail in the text following the Pension Benefits table beginning on page 55.
- For each year end, the data reflect an annuity beginning at age 60 (or current age if over 60) equal to 1.6 percent of the participant's covered compensation multiplied by years of service at year end. These values are converted to lump sums using the plan's applicable factors and then discounted. For employees under age 60, this discount is calculated to present values based on the time difference between the individual's age at year-end 2012 and age 60 (and at year-end 2011 and age 60) using the interest rates for financial reporting of pension obligations as of each year end. The difference between the two year-end amounts represents the annual increase in the value of the pension shown in the Summary Compensation Table.
- The lump sum interest rate applied for an employee who worked through the end of 2011 was 3.5 percent. The lump sum interest rate applied for an employee who worked through the end of 2012 was 2.5 percent.
- The discount rate for determining the present value of benefits was 5 percent as of year-end 2011 and 4 percent as of year-end 2012.
- The reduction in the lump sum interest rate is the primary contributing factor to the increase in the present value of age 60 benefits shown. This rate could be higher or lower at the time of actual retirement. An increase in interest rates would reduce the lump sum value of pension benefits.
- For Mr. Tillerson, the increase in the pension value shown in the Summary Compensation Table for 2012 represents a 24-percent increase in the present value of his pension benefits as shown in the Pension Benefits table on page 55. The following table provides a breakdown of the factors that determine the 24-percent change in the pension value for Mr. Tillerson.

Factors	Increase in Pension Value (Percent)	Change in Present Value ($)
Lower Lump Sum Interest Rate	13	6,895,641
Change in Final Average Bonus	7	3,740,955
Change in Final Average Salary	3	1,554,929
Age and Service	1	845,676
Total Increase	**24**	**13,037,201**

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All Other Compensation

The following table breaks down the amounts included in the All Other Compensation column of the Summary Compensation Table in 2012.

Name	Life Insurance ($)	Savings Plan ($)	Personal Security ($)	Personal Use of Company Aircraft ($)	Personal Use of Company Properties/Car ($)	Financial Planning ($)	Total ($)
R.W. Tillerson	76,290	179,690	112,706	68,687	0	10,052	447,425
D.D. Humphreys	39,534	87,850	6,013	10,804	2,101	10,052	156,354
M.W. Albers	20,147	71,400	2,469	1,076	18,761	10,052	123,905
M.J. Dolan	22,085	75,425	9,235	0	1,244	10,052	118,041
A.P. Swiger	19,711	67,375	4,773	0	705	10,052	102,616

Life Insurance

- The Company offers senior executives term life insurance or a Company-paid death benefit.
- Coverage under either option equals 4 times base salary until age 65, and a declining multiple thereafter until age 75, at which point the multiple remains at 2.5 times salary.
- For executives with life insurance coverage, the premium cost in any year depends on overall financial and mortality experience under the group policy.
- For executives electing the death benefit, there is no cash cost until the executive dies, as benefits are paid directly by the Company.
- The amount shown is based on Internal Revenue Service tables used to value the term cost of such coverage. This valuation is applied since the actual life insurance premium is a single payment for a large group of executives that does not represent the cost of insuring one specific individual; and because one of the Named Executive Officers has elected the death benefit, the long-term cost of which is comparable to the insurance.
- The Company eliminated the executive term life insurance and Company-paid death benefit for all newly eligible executives as of October 1, 2007, but retained it for all current participants, including the Named Executive Officers.

Savings Plan

- The amount shown is the value of Company-matching contributions under ExxonMobil’s tax-qualified defined contribution (401(k)) plan and Company credits under the related nonqualified supplemental plan. The Company credit is 7 percent, which is consistent with the matching contribution for all employees participating in the savings plan.
- The nonqualified supplemental plan provides all affected employees with the 7-percent Company credit to which they would otherwise be entitled as a matching contribution under the qualified plan but for limitations under the Internal Revenue Code. All affected employees participate in the nonqualified supplemental plan on the same basis.
- The value of the credits to the nonqualified supplemental plan is also disclosed in the Nonqualified Deferred Compensation table on page 57.

Personal Security

- The Company provides security for its employees as appropriate based on an assessment of risk. The assessment includes consideration of the employee’s position and work location.
- The Company does not consider any such security costs to be personal benefits since these costs arise from the nature of the employee’s employment by the Company; however, the disclosure regulations require certain security costs to be reported as personal benefits.

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- The amounts shown in the table include the following types of security-related costs: security systems at executive residences; security services and personnel (at residences and/or during personal travel); car and personal security driver; and Company mobile phones. Costs of security relating to travel for business purposes are not included.
- The car provided for security reasons and used primarily for commuting is valued based on the annualized cost of the car plus maintenance and fuel. Reported costs for rental cars utilized due to security concerns during personal travel are the actual incremental costs.
- For security personnel employed by the Company, the cost is the actual incremental cost of expenses incurred by the security personnel. Total salary, wages, and benefits for security personnel are not allocated because the Company already incurs these costs for business purposes.
- For security contractors, the cost is the actual incremental cost of such contractors associated with the executive's personal time.
- For Mr. Tillerson, the amount shown includes $67,914 for residential security and $35,998 for the cost for his car provided for security reasons as described above. The remainder is for security costs relating to personal travel, mobile phones, and other communications equipment for conducting business in a secure manner.

<u>Aircraft</u>

- Incremental cost for personal use of the aircraft is based on direct operating costs (fuel, airport fees, incremental pilot costs, etc.) and does not include capital costs of the aircraft since the Company already incurs these capital costs for business purposes.
- For security reasons, the Board requires the Chairman and CEO to use Company aircraft for both business and personal travel.
- The Committee considers these costs to be necessary, security-related business expenses rather than perquisites, but per the disclosure regulations, we report the incremental cost of aircraft usage for personal travel.

<u>Properties/Car</u>

- The Company owns or leases various venues for the purpose of business entertainment, including boxes and season tickets to sporting events and recreation and conference retreat properties. When these venues are not otherwise in use for business entertainment, the tickets and properties may be available for use by Company executives and other personnel.
- The table shows the incremental cost incurred for any personal use of these venues by the Named Executive Officers. Cost for this purpose is based solely on incremental operating costs (catering, transportation, incremental employee or contractor costs, etc.) and does not include annual or capital costs of these venues since the Company already incurs these costs for business purposes.
- The amount shown also includes the incremental cost for personal use of a Company car, which is based on an assumed cost of $0.56 per mile. Driver personnel costs are not allocated because the Company already incurs these costs for business purposes.

<u>Financial Planning</u>

- The Company provides financial planning services to senior executives, which includes tax preparation. This benefit is valued based on the actual charge for the services.

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Grants of Plan-Based Awards for 2012

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Under-lying Options (#)	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards ($)
		Thresh -old ($)	Tar-get ($)	Maxi-mum ($)	Thresh -old (#)	Tar-get (#)	Maxi-mum (#)				
R.W. Tillerson	11/28/2012	0	0	0	0	0	0	225,000	0	0	19,627,875
D.D. Humphreys	11/28/2012	0	0	0	0	0	0	124,000	0	0	10,817,140
M.W. Albers	11/28/2012	0	0	0	0	0	0	90,800	0	0	7,920,938
M.J. Dolan	11/28/2012	0	0	0	0	0	0	98,600	0	0	8,601,371
A.P. Swiger	11/28/2012	0	0	0	0	0	0	84,000	0	0	7,327,740

The awards granted in 2012 are in the form of restricted stock.

Restrictions and Forfeiture Risk

- These grants are restricted: (1) for one-half of the shares, until five years after the grant date; and (2) for the balance, until 10 years after the grant date or retirement, whichever occurs later. These restricted periods are not subject to acceleration, except upon death, and thus, shares may remain subject to restriction for many years after an executive’s retirement.
- During the restricted period, the executive receives the same cash dividends as a holder of regular common stock and may vote the shares; however, the executive may not sell or transfer the shares, or use them as collateral.
- The shares also remain subject to forfeiture during the restricted period in case of an unapproved early termination of employment or in case the executive is found to have engaged in activity that is detrimental to the Company. Detrimental activity may include conduct that violates the Company’s Ethics or Conflicts of Interest policies.

Grant Date

- The grant date is the same as the date on which the Compensation Committee of the Board met to approve the awards, as described on page 47.
- Grant date fair value is equal to the number of shares awarded times the grant price, which is deemed to be the average of the high and low sale prices on the NYSE on the grant date ($87.24 on November 28, 2012).

Outstanding Equity Awards at Fiscal Year-End for 2012

Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)
R.W. Tillerson	0	0	0	0	—	1,576,000	136,402,800	0	0
D.D. Humphreys	0	0	0	0	—	768,750	66,535,313	0	0
M.W. Albers	0	0	0	0	—	485,500	42,020,025	0	0
M.J. Dolan	0	0	0	0	—	523,450	45,304,598	0	0
A.P. Swiger	0	0	0	0	—	375,400	32,490,870	0	0

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Stock Awards (Restricted Stock)

- See the narrative accompanying the Grants of Plan-Based Awards table for more information regarding the terms of restricted stock.
- The table below shows the dates on which the respective restricted periods for the restricted stock shown in the previous table expire, assuming the awards are not forfeited and the executive is living when the restrictions lapse.

	Date Restrictions Lapse and Number of Shares						
Name	**11/25/2013**	**11/24/2014**	**11/23/2015**	**11/30/2016**	**11/28/2017**	**10 Years or Retirement, Whichever Occurs Later**	**Retirement(1)**
R.W. Tillerson	112,500	112,500	112,500	112,500	112,500	995,500	18,000
D.D. Humphreys	53,200	53,200	57,500	62,000	62,000	460,850	20,000
M.W. Albers	35,350	38,500	38,500	42,000	45,400	285,750	0
M.J. Dolan	35,350	38,500	42,000	45,400	49,300	312,900	0
A.P. Swiger	23,400	30,000	34,250	38,500	42,000	207,250	0

(1) Restrictions lapse on Career Shares on the first day of the calendar year following retirement. See page 40 for more information regarding Career Shares.

Option Exercises and Stock Vested for 2012

	Option Awards		Stock Awards	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise ($)**	**Number of Shares Acquired on Vesting (#)**	**Value Realized on Vesting ($)**
R.W. Tillerson	0	0	92,500	8,069,238
D.D. Humphreys	0	0	45,400	3,960,469
M.W. Albers	0	0	32,200	2,808,967
M.J. Dolan	0	0	32,200	2,808,967
A.P. Swiger	0	0	35,250	3,088,850

Stock Awards/Restriction Lapse in 2012

- Restrictions lapsed on 50 percent of stock awards that were granted in 2007. Mr. Swiger also had restrictions lapse on 50 percent of stock awards that were granted in 2005 at which time he was not an executive officer; therefore the grant was subject to a different vesting schedule than his current and more recent awards.
- The number of shares acquired on vesting is the gross number of shares to which the award relates.
- The value realized is the gross number of shares times the market price, which is the average of the high and low sale prices on the NYSE on the date that restrictions lapse.
- The net number of shares acquired (gross number of shares less shares withheld for taxes): 58,783 for Mr. Tillerson; 28,851 for Mr. Humphreys; 20,463 for Mr. Albers; 20,463 for Mr. Dolan; and 22,401 for Mr. Swiger.
- Refer to the Stock section beginning on page 39 for additional information on restricted stock awards.

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Pension Benefits for 2012

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit ($)	Payments During Last Fiscal Year ($)
R.W. Tillerson	ExxonMobil Pension Plan	37.58	2,337,049	0
	ExxonMobil Supplemental Pension Plan	37.58	21,783,938	0
	ExxonMobil Additional Payments Plan	37.58	43,951,138	0
D.D. Humphreys	ExxonMobil Pension Plan	36.40	1,942,602	0
	ExxonMobil Supplemental Pension Plan	36.40	8,070,200	0
	ExxonMobil Additional Payments Plan	36.40	24,769,873	0
M.W. Albers	ExxonMobil Pension Plan	33.42	1,800,701	0
	ExxonMobil Supplemental Pension Plan	33.42	5,511,937	0
	ExxonMobil Additional Payments Plan	33.42	15,659,365	0
M.J. Dolan	ExxonMobil Pension Plan	32.42	2,009,992	0
	ExxonMobil Supplemental Pension Plan	32.42	6,597,592	0
	ExxonMobil Additional Payments Plan	32.42	18,633,061	0
A.P. Swiger	ExxonMobil Pension Plan	34.33	1,890,756	0
	ExxonMobil Supplemental Pension Plan	34.33	5,162,695	0
	ExxonMobil Additional Payments Plan	34.33	14,956,513	0

Pension Plan

- The tax-qualified pension plan provides a benefit calculated as an annual annuity beginning at the Plan's normal retirement age equal to 1.6 percent of the participant's final average salary multiplied by years of credited service, minus an offset for Social Security benefits.
  - Final average salary is the average of the highest 36 consecutive months in the 10 years of service prior to retirement.
  - Final average salary included and benefits paid are subject to the limits on compensation ($250,000 for 2012) and benefits prescribed under the Internal Revenue Code.
  - The annuity amount may be further reduced by the Internal Revenue Code limit on the annuity value of benefits from qualified plans.
- The benefit is available as a lump sum or in various annuity forms.
- The defined benefit pension arrangements (qualified and nonqualified) help to attract and retain employees at all levels of the Corporation.
- The defined benefit pension plan provides a strong incentive for employees to stay until retirement age.
- The plan uses final average pay applied to all years of service, and thus, the increase in pension values is greatest late in career, when compensation tends to be highest. This retention feature is strong for high performers, whose compensation increases as their job responsibilities continue to expand throughout their career, making their level of retirement income performance-based.

Supplemental Pension Plan

- The nonqualified Supplemental Pension Plan provides a benefit calculated as the annuity amount that exceeds Internal

Revenue Code limits referred to above.

- It is calculated as an annual annuity beginning at normal retirement age but is converted to a lump sum benefit using the same factors that apply for the qualified plan.
- To help meet the retention and performance objectives described for U.S. salaried employees, the Supplemental Pension Plan provides pension benefits to the extent annual salary exceeds the amount that can be considered in determining qualified pension benefits ($250,000 for 2012, adjusted each year based on inflation) and to the extent other limits may apply to qualified benefits.

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- Without the Supplemental Pension Plan, the retention power of the overall pension plan would be greatly reduced for employees earning more than that amount, since the increase in their pension values in mid- to late- career would be, in effect, based on relatively flat final average pay.

Additional Payments Plan

- The nonqualified Additional Payments Plan provides a benefit calculated as an annual annuity beginning at normal retirement age equal to 1.6 percent of the participant's average annual bonus multiplied by years of credited service, but is converted to a lump sum using the same factors that apply for the qualified plan.
  - The plan uses the average of the annual bonus for the three highest grants of the last five prior to retirement (including the portion of the annual bonus that is paid at time of grant and the portion that is paid on a delayed basis as described on page 38).
- Benefits under the Additional Payments Plan are forfeited if an employee resigns prior to completion of 15 years of service and attainment of age 55. All of the Named Executive Officers have satisfied these conditions.
- The objective of the Additional Payments Plan is to support retention and performance objectives in light of the Compensation Committee's practice of putting higher percentages of annual cash compensation at risk at higher executive levels.
- The Compensation Committee believes that even though a large percentage of annual cash compensation is discretionary and based on Corporate business performance, it should not be excluded from the pension calculation. Inclusion of discretionary bonuses in the pension formula strengthens the performance basis of such bonuses.
- By limiting bonuses to those granted in the five years prior to retirement, there is a strong motivation for executives to continue to perform at a high level.
- The Additional Payments Plan is designed to be a powerful retention tool since benefits are forfeited if the employee resigns prior to completion of 15 years of service and attainment of age 55. The plan applies on the same terms to all U.S. salaried employees who receive a bonus.

Present Value Pension Calculations

- The present value of accumulated benefits shown in the Pension Benefits table is determined by converting the annuity values earned as of year end to lump sum values payable at age 60 (or at the employee's actual age, if older) using the mortality tables and interest rate (2.5 percent) that would apply to a participant who worked through the end of 2012, and retired in the first quarter of 2013.
- The actual lump sum conversion factors that will apply when each executive retires may be different. For executives who were not yet age 60, the present value as of year-end 2012 of each executive's age-60 lump sum is determined using a discount rate of 4 percent, the rate used for valuing pension obligations for purposes of the Corporation's financial statements for 2012.

Effect of Early Termination or Death

- All three pension plans require attainment of age 55 and completion of 15 years of service to be eligible for early retirement. All Named Executive Officers have satisfied this requirement.
- The Named Executive Officers have not received any additional service credit. Actual service is reflected in the above table.
- The early retirement benefit consists of an annuity that is undiscounted for retirement ages of 60 years or over, with a discount of 5 percent for each year under age 60.
- In addition, the Social Security offset is waived for annuity payments scheduled to be paid prior to age 62.
- Early retirement benefits are in some cases more valuable than the present value of the executive's earned age 60 benefits. This is because the increase in lump sum value due to receiving benefits earlier and using a longer life expectancy is not fully offset, in the current interest rate environment, by the plan's discount factor (5 percent per year) for early retirement annuities.
- Messrs. Albers, Dolan, and Swiger were eligible for early retirement prior to age 60 under the plans as of year-end 2012.

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- The table below shows the lump sum early retirement benefits under the plans for Messrs. Albers, Dolan, and Swiger as of year-end 2012. The lump sum early retirement benefits for Messrs. Tillerson and Humphreys as of year-end 2012 are the amounts shown in the Pension Benefits table.

Name	Plan Name	Lump Sum Early Retirement Benefit ($)
M.W. Albers	ExxonMobil Pension Plan	1,869,598
	ExxonMobil Supplemental Pension Plan	5,710,761
	ExxonMobil Additional Payments Plan	16,168,594
M.J. Dolan	ExxonMobil Pension Plan	2,029,231
	ExxonMobil Supplemental Pension Plan	6,645,650
	ExxonMobil Additional Payments Plan	18,768,787
A.P. Swiger	ExxonMobil Pension Plan	1,916,528
	ExxonMobil Supplemental Pension Plan	5,391,458
	ExxonMobil Additional Payments Plan	15,438,418

- Voluntary or involuntary termination would be treated the same as early retirement for pension benefit purposes. In the event of termination prior to early retirement eligibility, there is no benefit payable under the Additional Payments Plan, and other pension benefits are actuarially discounted.
- In the event of death after early retirement eligibility, the retirement benefit is payable to the participant's beneficiary. Prior to early retirement eligibility, if a participant has at least 15 years of service, the actuarially determined present value of the benefit accrued prior to death is payable to the participant's beneficiary. Under the qualified Pension Plan, if a participant has less than 15 years of service, the survivor benefit, payable to the participant's surviving spouse, is 50 percent of the actuarially discounted vested termination benefit payable under the qualified joint and survivor annuity option.
- Change in control is not a triggering event under any ExxonMobil benefit plans, including the pension plans.

Nonqualified Deferred Compensation for 2012

Name	Executive Contributions in Last FY ($)	Registrant Contributions in Last FY ($)	Aggregate Earnings in Last FY ($)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Last FYE ($)
R.W. Tillerson	0	162,190	35,833	0	1,342,452
D.D. Humphreys	0	70,350	19,186	0	712,352
M.W. Albers	0	53,900	9,459	0	365,472
M.J. Dolan	0	57,925	14,981	0	559,648
A.P. Swiger	0	49,875	13,535	0	504,617

- The table above shows the value of the Company credits under ExxonMobil's nonqualified supplemental savings plan. The Company credits for 2012 are also included in the Summary Compensation Table under the column labeled All Other Compensation.
- The amounts in the Summary Compensation Table include both Company contributions to the tax-qualified plan and Company credits to the nonqualified plan, whereas the registrant contributions in the table above represent only the Company credits to the nonqualified plan.
- The amount of Company contributions to the tax-qualified savings plan was limited to the Internal Revenue Service contribution and salary maximums. For this reason, $17,500 was the maximum Company match to the qualified savings plan in 2012.
- The aggregate balance at the last fiscal year end shown above includes amounts reported as Company contributions in the Summary Compensation Table of the current proxy statement and proxy statements from prior years as follows: $1,029,560 for Mr. Tillerson; $364,200 for Mr. Humphreys; $102,725 for Mr. Albers; $199,413 for Mr. Dolan; and $49,875 for Mr. Swiger.

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- The nonqualified savings plan provides employees with the 7-percent Company-matching contribution to which they would otherwise be entitled under the qualified plan but for limitations on covered compensation and total contributions under the Internal Revenue Code.
  - All eligible employees participate in the nonqualified plan on the same basis.
  - The rate at which the nonqualified savings plan account bears interest during the term of a participant's employment is 120 percent of the long-term Applicable Federal Rate.
- The tax-qualified and nonqualified savings plans are designed to help attract and retain employees. The matching design is intended to encourage employees to contribute their own funds to the plan to receive the tax benefits available under the Internal Revenue Code. The supplemental savings plan serves similar purposes for salary or contributions in excess of the Internal Revenue Code limits referenced above.

Administrative Services for Retired Employee Directors

- The Company provides certain administrative support to retired employee directors.
- The support provided generally involves, but is not limited to, assistance with correspondence and travel arrangements relating to activities the retired directors are involved with that continue from their employment, such as board positions with nonprofit organizations. Given the nature of the support provided, a retired director's spouse may also benefit from the support provided.
- The Company also allows retired employee directors to use otherwise vacant office space at the Company's headquarters.
- It is not possible to estimate the future cost that may be incurred by the Company for providing these services to Mr. Tillerson, who is currently the only employee director.
- The aggregate incremental cost of providing these services for all currently covered persons is approximately $115,000 per year.
  - This amount represents the compensation and benefit cost for support personnel allocated based on their estimated time dedicated to providing this service, as well as other miscellaneous office support costs.

Health Care Benefits

- ExxonMobil does not provide any special executive health care benefits.
- Executives and their families are eligible to participate in the Company's health care programs, including medical, dental, prescription drug, and vision care, on the same basis as all other U.S. salaried employees.
- The terms and conditions of the programs for both current employees and retirees do not discriminate in scope, terms, or operation in favor of executive officers.

Unused Vacation

- All U.S. salaried employees are entitled to payment of salary for any accumulated but unused vacation days at retirement or other termination of employment.
- Payment for unused vacation is included in final payments of earned salary.

Termination and Change in Control

- ExxonMobil executive officers are not entitled to any additional payments or benefits relating to termination of employment other than the retirement benefits previously described in the preceding compensation tables and narrative.
- Executives are "at-will" employees of the Company. ***They do not have employment contracts, a severance program, or any benefits or payments triggered by a change in control.***
- As discussed in greater detail above, unvested restricted stock and any unpaid portion of an annual bonus are subject to forfeiture at the discretion of the Compensation Committee if an executive:
  - Engages in detrimental activity; or

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  - Terminates employment prior to standard retirement age (currently age 65 for U.S. executives), whether such termination is voluntary or involuntary.
- The Board has a policy to recoup compensation in the event of a material negative restatement of the Corporation's reported financial or operating results as described on page 38.

Payments in the Event of Death

The only event that results in acceleration of the normal payment or vesting schedule of any benefit is death. In that event, the vesting period of outstanding restricted stock awards would be accelerated. Also in the event of death, the executive's estate or beneficiaries would be entitled to payment of the life insurance or death benefit as described on page 51. At year-end 2012, the amount of that life insurance benefit for each Named Executive Officer is as follows:

Name	Life Insurance Benefit ($)
R.W. Tillerson	10,268,064
D.D. Humphreys	5,020,032
M.W. Albers	4,160,016
M.J. Dolan	4,400,016
A.P. Swiger	3,940,032

AUDIT COMMITTEE REPORT

The primary function of our Committee is oversight of the Corporation's financial reporting process, public financial reports, internal accounting and financial controls, and the independent audit of the annual consolidated financial statements. Our Committee acts under a charter, which can be found on the ExxonMobil website at *exxonmobil.com/governance*. We review the adequacy of the charter at least annually. All of our members are independent directors, and all are audit committee financial experts under SEC rules. We held 12 meetings in 2012 at which, as discussed in more detail below, we had extensive reports and discussions with the independent auditors, internal auditors, and members of management.

In performing our oversight function, we reviewed and discussed the consolidated financial statements with management and PricewaterhouseCoopers LLP (PwC), the independent auditors. Management and PwC indicated that the Corporation's consolidated financial statements were fairly stated in accordance with generally accepted accounting principles. We discussed significant accounting policies applied by the Corporation in its financial statements, as well as alternative treatments. We discussed with PwC matters covered by Public Company Accounting Oversight Board (PCAOB) standards, AU Section 380 *Communication with Audit Committees*. In addition, we reviewed and discussed management's report on internal control over financial reporting and the related audits performed by PwC, which confirmed the effectiveness of the Corporation's internal control over financial reporting.

We also discussed with PwC its independence from the Corporation and management, including the communications PwC is required to provide us under applicable PCAOB rules. We considered the non-audit services provided by PwC to the Corporation, and concluded that the auditors' independence has been maintained.

We discussed with the Corporation's internal auditors and PwC the overall scope and plans for their respective audits. We met with the internal auditors and PwC at each meeting, both with and without management present. Discussions included the results of their examinations, their evaluations of the Corporation's internal controls, and the overall quality of the Corporation's financial reporting.

We discussed with the Corporation's management the comprehensive, long-standing risk management and compliance processes of the Corporation, and reviewed several topics of interest.

Based on the reviews and discussions referred to above, in reliance on management and PwC, and subject to the limitations of our role described below, we recommended to the Board, and the Board has approved, the inclusion of the audited financial statements in the Corporation's *Annual Report on Form 10-K* for the year ended December 31, 2012, for filing with the SEC.

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We have also appointed PwC to audit the Corporation’s financial statements for 2013, subject to shareholder ratification of that appointment.

In carrying out our responsibilities, we look to management and the independent auditors. Management is responsible for the preparation and fair presentation of the Corporation’s financial statements and for maintaining effective internal control. Management is also responsible for assessing and maintaining the effectiveness of internal control over the financial reporting process in compliance with Sarbanes-Oxley Section 404 requirements. The independent auditors are responsible for auditing the Corporation’s annual financial statements, and expressing an opinion as to whether the statements are fairly stated in conformity with generally accepted accounting principles. In addition, the independent auditors are responsible for auditing the Corporation’s internal control over financial reporting and for expressing an opinion on the effectiveness of internal control over financial reporting. The independent auditors perform their responsibilities in accordance with the standards of the PCAOB. Our members are not professionally engaged in the practice of accounting or auditing, and are not experts under the Securities Act of 1933 in either of those fields or in auditor independence.

Michael J. Boskin, Chair	Peter Brabeck-Letmathe	Ursula M. Burns
Larry R. Faulkner	Steven S Reinemund	

ITEM 2 – RATIFICATION OF INDEPENDENT AUDITORS

The Audit Committee has appointed PricewaterhouseCoopers LLP (PwC) to audit ExxonMobil’s financial statements for 2013. We are asking you to ratify that appointment.

Total Fees

The total fees for PwC professional services rendered to ExxonMobil for the year ended December 31, 2012, were $34.5 million, a decrease of $0.1 million from 2011. The Audit Committee reviewed and pre-approved all services in accordance with the service pre-approval policies and procedures, which can be found on the ExxonMobil website at *exxonmobil.com/governance*. The Audit Committee did not use the “de minimis” exception to pre-approval that is available under SEC rules. The following table summarizes the fees, which are described in more detail below.

	2012	2011
	(millions of dollars)	
Audit Fees	27.9	27.9
Audit-Related Fees	5.7	5.6
Tax Fees	0.9	1.1
All Other Fees	–	–
Total	34.5	34.6

Audit Fees

The aggregate fees for PwC professional services rendered for the annual audits of ExxonMobil’s financial statements for the year ended December 31, 2012, and for the reviews of the financial statements included in our quarterly reports on Form 10-Q for that year were $27.9 million (also $27.9 million for 2011).

Audit-Related Fees

The aggregate fees for PwC Audit-Related services rendered to ExxonMobil for the year ended December 31, 2012, were $5.7 million (versus $5.6 million in 2011). These services were mainly related to asset dispositions, benefit plan audits, and attestation procedures related to cost certifications.

Tax Fees

The aggregate fees for PwC Tax services rendered to ExxonMobil for the year ended December 31, 2012, were $0.9 million (versus $1.1 million for 2011). These services are mainly related to assisting various ExxonMobil affiliates with the preparation of local tax filings and related services.

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All Other Fees

The aggregate fees for PwC services rendered to ExxonMobil, other than the services described above under "Audit Fees," "Audit-Related Fees," and "Tax Fees," for the year ended December 31, 2012, were zero (also zero in 2011).

We believe PwC is well qualified to perform this work. A PwC representative will be at the annual meeting to answer appropriate questions and to make a statement if desired.

The Audit Committee recommends you vote FOR this proposal.

ITEM 3 – ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION

At the meeting, shareholders will be asked to vote on a non-binding resolution to approve the compensation of the executive officers named in the Summary Compensation Table.

The compensation program for the Company's Named Executive Officers (NEOs), as described in the Compensation Discussion and Analysis (CD&A) section of this proxy statement, is carefully structured to support shareholder value given the capital-intensive nature of our business, the long investment lead times, and the critical importance of managing risk.

The compensation program is developed and approved by the Compensation Committee of the Board, which is comprised exclusively of non-employee directors.

Alignment with Shareholder Interests

To support the key business strategies of the Company and align with shareholder interests, the compensation program is designed to ensure that executives place a high priority on taking a long-term view when managing the assets of the business, making investments, and managing risks.

The design of the compensation program helps reinforce these priorities by paying a substantial portion of an NEO's annual compensation in the form of **restricted stock**, and restricting the sale of the stock for **periods of time far greater than the restrictions required by most other companies across all industries**.

- Half of the stock grant may not be sold for 10 years or until retirement, **whichever is later**. The other half is restricted from sale for five years.
- During these long holding periods, the stock is at **risk of forfeiture** for resignation or detrimental activity.

This approach to executive pay ensures that the majority of compensation granted over multiple years and the shareholding net worth of senior executives are linked to the performance of ExxonMobil stock and resulting shareholder value.

The annual bonus also aligns the interests of senior executives with the priority of sustainable growth in shareholder value. First, the entire annual bonus program is determined by earnings performance using the formula described on page 32. Second, 50 percent of the payout of the **annual bonus award is delayed** based on earnings performance, as described on pages 33 and 38, and the **entire annual bonus is subject to recoupment ("claw-back")**.

The compensation program for senior executives excludes pay practices that the Board believes are contrary to high performance standards and the interests of shareholders:

- **No employment contracts** (i.e., executives may be terminated for poor performance without triggering any special payments);
- **No payments or benefits triggered by a change in control** (e.g., a merger);
- **No severance programs;**
- **No repricing of equity incentive awards;** and
- **No tax gross-ups** (other than for relocation, which is a benefit available to all professional and managerial employees).

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Prior Say-on-Pay Vote and Shareholder Engagement

The Compensation Committee has carefully considered the results of the 2012 advisory vote on executive compensation, in which more than 77 percent of votes cast were FOR the compensation of the Named Executive Officers as described in the 2012 proxy statement. The Committee also discussed the Company's executive compensation program with its independent consultant, as described in more detail beginning on page 12 of the proxy statement.

The Committee considered shareholder feedback on executive compensation received through a wide-ranging dialogue between management and numerous shareholders, including the Company's largest shareholders, many of whom have held ExxonMobil stock for over a decade. This dialogue took place both before and after the 2012 advisory vote on 2011 compensation and included one-on-one calls with the Company's largest shareholders as well as a webcast available to all shareholders. This provided an excellent opportunity to discuss the alignment between pay and performance, including the Company's long-standing philosophy that executive compensation should be based on long-term performance.

We concluded from this dialogue with shareholders and the analysis outlined on pages 34–35 of the Compensation Discussion and Analysis of this proxy statement that a formula-based approach that relies heavily on one- or three-year total shareholder returns could encourage inappropriate risk taking and have a lasting and negative impact on ExxonMobil's business by encouraging a focus on more immediate results at the expense of our long-term underlying business model. In contrast, the compensation program described herein is designed to ensure that executives maintain an unwavering focus on the long-term performance of the business. We expect this ongoing focus will continue to generate strong operating and financial results for the benefit of our long-term shareholders. Operating and financial results, as well as progress on key strategic priorities are outlined beginning on page 27 of the Compensation Discussion and Analysis.

The Committee respects all shareholder votes, both FOR and AGAINST our compensation program. The Committee is committed to continued engagement between shareholders and the Company to fully understand diverse viewpoints and discuss the important connections between ExxonMobil's compensation program, business strategy, and long-term financial and operating performance.

Summary

- ExxonMobil's compensation program supports a business model that has weathered volatile commodity prices and industry business cycles for many years.
- The program sets ExxonMobil apart and has established a culture of performance, integrity, reliability, and consistency.
- Through this business model and the underlying compensation program and management practices that support it, the Company has become the partner of choice for many national oil companies and major investors in the oil, gas, and petrochemical industry.
- We believe this business model and supporting compensation program will continue to serve shareholders well in the future.
- The Company has taken additional steps to address questions raised by shareholders, as summarized on page 27 of the Compensation Discussion and Analysis of this proxy statement.

For the reasons summarized above and discussed in more detail in this proxy statement, **the Board recommends an advisory vote FOR the following resolution:**

RESOLVED, That shareholders approve the compensation of the Named Executive Officers as disclosed pursuant to Item 402 of SEC Regulation S-K, including the Compensation Discussion and Analysis, compensation tables, and narrative discussion on pages 26 through 59 of this proxy statement.