ExxonMobil Proxy Statement 2006

3. Sarah Anderson et al., *Executive Excess 2005-12th Annual CEO Compensation Survey*, http://www.faireconomy.org/press/2005/EE2005_pr.html (total includes options exercised but not options granted).

4. Forbes, http://www.forbes.com/static/execpay2005/LIRUZ74.html?passListId=12&passYear=2005&passListType=Person&uniqueId=UZ74&datatype=Person.

5. Board Analyst, www.boardanalyst.com.''

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

Non-employee director compensation is fully disclosed in the proxy, and the restricted stock program for non-employee directors has already been approved by shareholders. The Board believes submitting our non-employee director compensation package to shareholder vote every year would be an unnecessary effort and expense and would detract from the Company's ability to attract and retain the best director candidates through loss of flexibility.

- In the interest of full and clear disclosure, the Company voluntarily includes a table in the proxy statement that details the total annual compensation of each individual director.
- A key element of non-employee director compensation is already subject to shareholder approval. Specifically, the 2004 Non-Employee Director Restricted Stock Plan was approved by the favorable vote of over 94 percent of shares voted.
- Each ExxonMobil director stands for election annually. In the past 10 years, at least 96 percent of the votes cast in the election of directors have been FOR each nominee.

The compensation program for the CEO and non-employee directors is an integral part of the Company's strategy for achieving high levels of business performance over the long term and the retention of superior talent.

Current and former non-employee directors of Exxon Mobil Corporation are eligible to participate in the ExxonMobil Foundation's Educational and Cultural Matching Gift Programs under the same terms as the Company's U.S. employees. However, the director compensation program does not include a special perquisite whereby directors can direct specific contributions to charities of interest. Of course, all directors take an active interest in ExxonMobil's charitable contributions as part of their oversight of the contributions programs and goals. The Contributions Committee reviews the overall contributions objectives, and policies and programs. This includes goals and criteria, the level of corporate contributions, and the subject areas to which contributions are to be made. The full Board approves the contributions budget.

ITEM 8 – BOARD CHAIRMAN AND CEO

This proposal was submitted by clients of Ram Trust Services, 45 Exchange Street, Portland, MA 04101.

''RESOLVED, that the shareholders urge the Board of Directors to take the necessary steps to amend the by-laws to require that, whenever possible and subject to any presently existing contractual obligations of the Company, an independent director shall serve as Chairman of the Board of Directors, and that the Chairman of the Board of Directors shall not concurrently serve as the Chief Executive Officer.

SUPPORTING STATEMENT

According to ExxonMobil's proxy statement filed in connection with the Company's 2005 annual meeting, '[t]he Board of Directors and its committees perform a number of functions for ExxonMobil and its shareholders, including:

- Overseeing the management of the company on your behalf;
- Reviewing ExxonMobil's long-term strategic plans;
- Exercising direct decision-making authority in key areas, such as declaring dividends;
- Selecting the CEO and evaluating the CEO's performance; and
- Reviewing development and succession plans for ExxonMobil's top executives.'

We believe that the most important function of the Board of Directors is to protect shareholders' interests by providing independent oversight of management, including the CEO. We believe that this role may be compromised when the CEO, whose performance should be independently monitored, is also the Chairman of the very Board charged with evaluating his or her performance.

We further believe that separation of the roles of Chairman of the Board and CEO will provide greater accountability of management to shareholders, will strengthen the integrity of the Board, and will better ensure that the Board will be able to effectively perform the important functions described above.

The Conference Board Commission on Public Trust and Private Enterprise noted that the separation of the roles of the Chair and CEO is one of the principal approaches that should be taken to provide the 'appropriate balance' between board and management: 'The roles would be performed by two separate individuals...the chair would be one of the independent directors.'*

Additionally, we believe that combining the roles of Chairman and CEO can interfere with effective communication between shareholders and members of the Board. We believe that this occurred at the Company's 2004 annual meeting when a shareholder was prevented by the CEO, who was also conducting the meeting as Chairman of the Board, from asking questions directly to a member of the Board's Audit Committee relating to what provisions the Company made on its financial statements for potential liability arising from climate change. We believe that a risk exists that a shareholder who wishes to communicate with the Board of Directors with respect to a topic upon which the shareholder and the Company's management do not agree could be discouraged or prohibited from engaging in such communication when the positions of CEO and Chairman of the Board are occupied by the same individual.

Vote 'YES' on this proposal to support Board independence!

*Source: The Conference Board Commission on Public Trust and Private Enterprise, Part 2: Corporate Governance, released on January 9, 2003.''

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

The Board elects the Chairman who serves without contract and, at present, the Board believes it is appropriate and efficient for the Chairman to also serve as CEO. The Board retains the authority to separate the positions of Chairman and CEO if it deems such a change appropriate. However, the Board believes the rotational presiding director structure described below effectively meets the concerns expressed by the shareholder proposal, and that implementing the proposal would reduce Board effectiveness.

- Independent directors make up a substantial majority of the Board and normally meet in executive session after each regular Board meeting.
- Only independent directors serve on the Audit, Board Affairs, Compensation, Contributions, and Public Issues Committees.
- The Chairs of two key Board committees serve as co-presiding directors for non-employee director executive sessions on a structured, rotational basis.
- The CEO's service as Chairman contributes to the successful integration of all stakeholder interests in pursuit of Company objectives and does not impair Board independence.

Ten of ExxonMobil's 12 current directors are independent. The independent directors hold regular and frequent executive sessions. These sessions – currently scheduled for eight times a year – take place outside the presence of the CEO or any other Company employee.

Under ExxonMobil's Corporate Governance Guidelines, the Chair of either the Board Affairs Committee or the Compensation Committee normally presides at executive sessions. The Compensation Committee Chair serves as presiding director for executive sessions when the primary topics of discussion relate to matters such as the performance evaluation and compensation of the CEO or CEO succession planning. The Board Affairs Committee Chair serves as presiding director for executive sessions when the primary topics of discussion relate to corporate governance. The independent directors also have authority to designate a different presiding director depending on the primary subject matter of a particular executive session.

A premise of the shareholder proposal appears to be that the CEO's service as Chairman could impair the Board's independence. As demonstrated above, this is not the case at ExxonMobil. Rather, the Board believes combining the offices of CEO and Chairman contributes to a more efficient and effective Board. The CEO bears primary responsibility for managing the Company's business day to day. As such, the Board believes the CEO is the person in the best position to chair regular Board meetings and help ensure that key business issues and stakeholder interests are brought to the Board's attention. However, as provided in ExxonMobil's Corporate Governance Guidelines, any director may request the inclusion of specific agenda items for Board meetings.

The supporting statement for the proposal specifically implies that by serving as Chairman, the CEO participates in his own performance evaluation. This is false. At ExxonMobil, the CEO's performance is evaluated solely by the independent directors meeting outside the presence of the CEO or any other Company employee. Performance feedback is provided to the CEO by the Chair of the Compensation Committee.

ITEM 9 – EXECUTIVE COMPENSATION REPORT

This proposal was submitted by Northstar Asset Management Inc., 43 St. John, Boston, MA 02130.

"WHEREAS:

The total compensation of our CEO Lee Raymond, including salary, bonus, and non-restricted stock and the value of the stock options exercised, exceeded $80 million dollars in 2004. He also was awarded stock options valued at $65 million.

The median pay for the CEOs of the nation's 350 largest companies was $5.9 million according to the *Wall Street Journal* (4/11/2005). Our competitor ChevronTexaco paid CEO David O'Reilly $8.1 million, one-tenth of Raymond's compensation. Our competitor Conoco paid CEO James Mulva $16.7 million, one-fifth of Raymond's compensation.